

August 10, 2015

The Secretary
Bombay Stock Exchange, Mumbai
P. J. Towers, 25th Floor,
Dalal Street, Mumbai - 400 001
Fax No. 022-22723121/3719/2037/2039/2041/2061

The Manager – Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Fax No.022-26598237/38

Company Scrip Code : 532475

ISIN No. : INE266F01018

Dear Sirs,

Sub: Submission of consolidated results of e-voting and voting by physical ballot in respect of the resolutions proposed at the Annual General Meeting of Aptech Limited.

Pursuant to the provisions of the Listing Agreement, we hereby submit consolidated results of e-voting and voting by physical ballot in respect of the 8 resolutions moved at the Annual General Meeting of Aptech Limited held on 7th August 2015, which are all passed with requisite majority. Reports of the scrutinizer are also attached.

Thanking you

Yours faithfully

For Aptech Limited



Ketan H. Shah
Company Secretary
Encl.: As above



15th Annual General Meeting held on 7th August, 2015
Declaration of consolidated results of e-voting and physical ballot

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 15th Annual General Meeting (AGM). The e-voting was open from 4th August, 2015 (9 a.m.) to 6th August, 2015 (5 p.m.)

In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by MCA, voting by show of hands was not permitted at the AGM. Members present in AGM who were not able to cast their votes through e-voting platform during the voting period, were allowed to cast their votes through ballot forms.

Mr. Suhas Ganpule, Practicing Company Secretary was appointed as the Scrutinizer for e-voting as well as voting by ballot. The Scrutinizer has carried out the scrutiny of all the electronic votes and ballot votes and submitted his reports on 07th August, 2015. He further submitted combined Scrutinizer Report on 08th August, 2015 .

The consolidated results as per the Scrutinizer's reports is as follows:

Particulars	In favour		Against		Result
	No. of votes	% of votes	No. of votes	% of votes	
Resolution no.1: Adoption of Audited Accounts, Report of Board of Directors and Auditors for year ended 31st March, 2015.	10958927	99.99	1283	0.01	Ordinary resolution passed with requisite majority
Resolution no.2: Re-appointment of Mr. Rajiv Agarwal as Director retiring by rotation.	10958927	99.99	1283	0.01	Ordinary resolution passed with requisite majority



Resolution no. 3: Re - appointment of M/s. Khimji Kunverji & Co., Chartered Accountants as Statutory Auditors of the Company.	10958927	99.99	1283	0.01	Ordinary resolution passed with requisite majority
Resolution no. 4: Appointment of Mr. Maheshwer Peri as an Independent Director upto 31st March, 2019.	10787440	98.42	172770	1.58	Ordinary resolution passed with requisite majority
Resolution no. 5: Appointment of Mr. Ramesh Damani as an Independent Director upto 31st March, 2019.	10958922	99.99	1288	0.01	Ordinary resolution passed with requisite majority
Resolution no. 6: Appointment of Mr. Vijay Aggarwal as an Independent Director upto 31st March, 2019.	10958922	99.99	1288	0.01	Ordinary resolution passed with requisite majority
Resolution no. 7: Payment of commission to Non Executive Directors.	10958820	99.99	1390	0.01	Special resolution passed with requisite majority
Resolution no. 8: To Amend Articles of Association of the Company to bring them in conformity with Companies Act, 2013	19089121	99.99	1383	0.01	Special resolution passed with requisite majority

For Aptech Limited



Ketan H. Shah
Company Secretary

10th August, 2015



SG & ASSOCIATES

COMPANY SECRETARIES

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Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Aptech Limited

15th Annual General Meeting of the members of Aptech Limited (the Company) was held on the 7th day of August, 2015 at 4:00 p.m. at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400 021.

Dear Sir,

I, Suhas Ganpule, a Company Secretary in practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinizing e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 15th Annual General Meeting of the members of Aptech Limited (the Company), held on 7th day of August, 2015 at 4:00 p.m. at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400 021.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 15th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Tuesday, 4th August 2015 from 9 a.m. upto Thursday, 6th August 2015 at 5 p.m
 - ii. The members of the Company as on the "cut-off" date 31st July, 2015, were entitled to vote on the resolutions (item no. 1 to 8 as set out in the notice of the 15th AGM of the Company)



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- iii. The votes cast were unblocked on 7th August, 2015 in the presence of 2 witnesses, Mr. Pranay Vaidya and Mr. Amar Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Pranay Vaidya)



(Amar Shah)

- iv. Thereafter, the details containing *inter alia*, list of Equity Share Holder, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) (i.e. <https://www.evotingindia.co.in/> and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Ordinary Resolution - To consider Adoption of Annual Accounts for the year ended March 31, 2015.

- (i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	174599	99.35

- (ii) Voted against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1150	0.65

- (iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
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Item No. 2:-

Ordinary Resolution- To appoint a Director in place of Mr. Rajiv Agarwal (holding DIN 00379990) who retires by rotation and being eligible offers himself for reappointment.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	174599	99.35

(ii) Voted against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1150	0.65

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
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Item No. 3:-

Ordinary Resolution- To re-appoint M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company on such remuneration as agreed upon by the Board of Directors payable in connection with the audit of the Accounts of the Company for the next financial year

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	174599	99.35

(ii) Voted against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1150	0.65



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(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
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Item No. 4:-

Ordinary Resolution -To consider and if thought fit, to pass with or without modification, the following resolution appointing Mr. Maheshwer Peri (holding DIN 01933320) as an Independent Director:

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	3122	1.77

(ii) Voted against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	172637	98.23

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
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Item No. 5:-

Ordinary Resolution - To consider and if thought fit, to pass with or without modification appointing Mr. Ramesh Damani (holding DIN 00304347) as an Independent Director

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	174594	99.34



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(ii) Voted against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1155	0.66

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
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Item No. 6:-

Ordinary Resolution - To consider and if thought fit, to pass with or without modification appointing Mr. Vijay Aggarwal (holding DIN 00515412) as an Independent Director

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	174594	99.34

(ii) Voted against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1155	0.66

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
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Item No. 7:-

Special Resolution - To consider and if thought fit, to pass with or without modification, resolution pertaining to commission to Non Executive Directors

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	174594	99.34

(ii) Voted against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1155	0.66

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
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Item No. 8:-

Special Resolution - To consider and if thought fit, to pass with or without modification, resolution for adoption of new set of Articles of Association

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	174599	99.35

(ii) Voted against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1150	0.65



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(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
--	--

Thanking you,

Yours faithfully,

For SG and Associates,



Suhas Ganpule
Practicing Company Secretary
Membership No.: 12122
C. P. No: 5722

Place: Mumbai
Date: 7th August, 2015

SG & ASSOCIATES
COMPANY SECRETARIES



SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722

SG & ASSOCIATES

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Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Aptech Limited

15th Annual General Meeting of the members of Aptech Limited (the Company) held on the 7th day of August, 2015 at 4:00 p.m. at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400 021.

Dear Sir,

I, Suhas Ganpule, a Company Secretary in practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 15th Annual General Meeting of the Equity Shareholders of Aptech Limited, held on 7th day of August, 2015 at 4:00 p.m. at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400 021, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes-kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

Item No. 1:-

Ordinary Resolution - To receive and adopt the Audited Standalone and Consolidated Profit and Loss Accounts for the financial year ended 31st March, 2015, the Balance Sheets as at that date and the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	10784328	99.999



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(ii) Voted **against** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	133	0.001

(iii) **Invalid votes:**

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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Item No. 2:-

Ordinary Resolution- To appoint a Director in place of Mr. Rajiv Agarwal (holding DIN 00379990) who retires by rotation and being eligible offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	10784328	99.999

(ii) Voted **against** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	133	0.001

(iii) **Invalid votes:**

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 3:-

Ordinary Resolution- To re-appoint M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company on such remuneration as agreed upon by the Board of Directors payable in connection with the audit of the Accounts of the Company for the next financial year



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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	10784328	99.999

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	133	0.001

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 4:-

Ordinary Resolution -To consider and if thought fit, to pass with or without modification, the following resolution appointing Mr. Maheshwer Peri (holding DIN 01933320) as an Independent Director:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	10784328	99.999

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	133	0.001

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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Item No. 5:-

Ordinary Resolution - To consider and if thought fit, to pass with or without modification appointing Mr. Ramesh Damani (holding DIN 00304347) as an Independent Director

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	10784328	99.999

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	133	0.001

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 6:-

Ordinary Resolution- To consider and if thought fit, to pass with or without modification appointing Mr. Vijay Aggarwal (holding DIN 00515412) as an Independent Director

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	10784328	99.999



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(ii) Voted **against** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	133	0.001

(iii) Invalid votes

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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Item No. 7:-

Special Resolution - To consider and if thought fit, to pass with or without modification, resolution pertaining to commission to Non Executive Directors

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	10784226	99.999

(ii) Voted **against** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	235	0.001

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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Item No. 8:-

Special Resolution - To consider and if thought fit, to pass with or without modification, resolution for adoption of new set of Articles of Association

(i) Voted **in favour** of the resolution:



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Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	10784218	99.999

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	233	0.001

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
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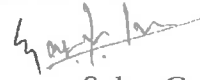
(iv) Number of Abstain Cases

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.00

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For SG and Associates,


Suhas Ganpule
Practicing Company Secretary
Membership No.12122
COP No: 5722

Place: Mumbai
Date: 7th August, 2015

SG & ASSOCIATES
COMPANY SECRETARIES


SUHAS S. GANPULE
PROPRIETOR
C.P. NO.5722

Scrutinizer's Report - Combined

To,
The Chairman
Aptech Limited

15th Annual General Meeting of the members of Aptech Limited (the Company) held on the 7th Day of August, 2015 at 4:00 p.m. at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400 021.

Dear Sir,

1. I, Suhas Ganpule, a Company Secretary in practice, have been appointed as a scrutinizer by
 - (i) the Board of Directors of Aptech Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
 - (ii) the Chairman of the Annual General Meeting (AGM) on poll under provisions of Section 109 of the Companies Act, 2013, read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 15th Annual General Meeting of the members of Aptech Limited (the Company) held on the 7th day of August, 2015 at 4:00 p.m. at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400 021
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 15th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the times of poll (through electronic means) at AGM.
3. I have issued separate Scrutinizer's Report dated 08th August, 2015 on the e-voting and on the poll on the resolutions contained in the notice to the AGM. As requested by management submit herewith my combined report on the results of e-voting together with that of Poll as under:



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Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.
Item No. 1 of the Notice (As an Ordinary Resolution)	10958927	99.99	1283	0.01	---
Item No. 2 of the Notice (As an Ordinary Resolution)	10958927	99.99	1283	0.01	--
Item No. 3 of the Notice (As an Ordinary Resolution)	10958927	99.99	1283	0.01	---
Item No. 4 of the Notice (As an Ordinary Resolution)	10787440	98.42	172770	1.58	--
Item No. 5 of the Notice (As an Ordinary Resolution)	10958922	99.99	1288	0.01	---
Item No. 6 of the Notice (As an Ordinary Resolution)	10958922	99.99	1288	0.01	---
Item No. 7 of the Notice (As an Special Resolution)	10958820	99.99	1390	0.01	--
Item No. 8 of the Notice (As an Special Resolution)	19089121	99.99	1383	0.01	--



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Note:-

In item no. 8 of the notice (as an special resolution) one of the member holding 10 shares has neither assented nor dissented for the resolution, their votes are considered as "ABSTAIN VOTES".

Thanking you,
Yours faithfully,

For SG and Associates,



Suhas Ganpule
Practicing Company Secretary
Membership No.12122
COP No: 5722

Place: Mumbai
Date: 8th August, 2015

SG & ASSOCIATES
COMPANY SECRETARIES



SUHAS S. GANPULE
PROPRIETOR
C.P. NO.5722