Aptech Limited
Regd. office: Aptech House
A-65, MIDC, Marol, Andheri (E),
Mumbai - 400 093.
T: 91 22 2827 2300
F: 91 22 2827 2399
www.aptech-worldwide.com

Unleash your potential

23rd June, 2016

To
The Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
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, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051.
Fax No.022-26598237/38

Dear Sirs,

Scrip Code: 532475 **ISIN No.: INE266F01018**

Sub: Compliance under Regulation 30(5) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

As directed under SEBI Order WTM/RKA/MIRSD2/41/ 2016 dated 22nd March, 2016, to conduct the audit of the records and systems of Sharepro Services (India) Private Limited, our previous Registrar & Transfer Agent, please find attached herewith the Audit Report given by Ketan S Dand, Practicing Company Secretary .

This is for your information and record.

Thanking you.

Yours faithfully,

For Aptech Limited

APTECH LIMITED MUMBAI

Ketan.H.Shah
Company Secretary
Encl: As above

Ketan S. Dand

M. Com., F.C.S
Practicing Company Secretary

49, Wadia Building, 9-B, Cawasji Patel Street, Fort, Mumbai-400 001. Tel.:2287 0843/2288 3649 /2204 3045

DATE: 22/06/2016

To,
Mr. Ketan Shah
Company Secretary,
APTECH LIMITED
Aptech House, A 65,
M.I.D.C, Marol,
Andheri (East).
Mumbai MH 400093

Dear Sir,

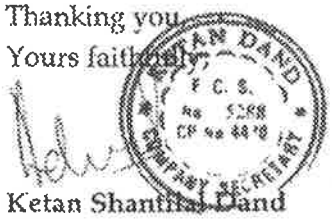
Please find enclosed herewith Audit Report for the period from 1st April, 2006 to 31st March, 2016 of your previous Registrar and Transfer Agent Sharepro Services (India) Private Limited, as per the SEBI order dated 22nd March, 2016.

We have broadly covered the following area for the period stated above

Sr. No	Areas Covered
i)	Transfers of shares represented by physical share transfer forms
ii)	Requests received for Dematerialisation and rematerialisation of shares
iii)	Requests for Transposition & Deletion of names in share certificates
iv)	Dividend Reconciliation

We are thankful to the senior and staff for the co-operation extended. We shall be glad to discuss the report in person.

Thanking you,
Yours faithfully,



Ketan Shantilal Dand
Practising Company Secretary
Membership No. F.C.S. 5288
C.O.P. No. 4470

Ketan S. Dand

M. Com., F.C.S
Practicing Company Secretary

49, Wadia Building, 9-B, Cawasji Patel Street, Fort, Mumbai-400 001. Tel.:2287 0843/2288 3649 /2204 3045

AUDIT REPORT

INTRODUCTION AND BACKGROUND:

We have conducted the internal review and audit for the period from 1st April, 2006 to 31st March, 2016. The audit includes examining, on test basis, evidence supporting the transaction.

SCOPE AND APPROACH:

We have studied the existing system in respect of the concerned areas of our audit. We have selected the larger sample of the transactions on random basis and evaluated the transactions against the standard practices in the sector.

Scope was mainly to ascertain compliance of the existing systems in respect of:

a) Processing of transactions with evidences,
b) Procedures to be followed for processing of transactions
c) Documentations of the transactions

CONCLUSION:-

There were several suspicious and irregular entries in the records made available to us. The explanation to these entries by Sharepro was also not, at times, satisfactory. We therefore recommend a further investigation of these entries. A reading of the Annexures provided hereinafter shall make the same amply clear.

Barring these entries, we are in a position to report, based on our audit carried out on a test-check basis, that there is nothing untoward or irregular in any of the other entries and transactions carried out by Sharepro.



Ketan S. Dand
M. Com., F.C.S
Practicing Company Secretary

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LIST OF ANNEXURES

1. Annexure A – List of documents / information made available to and scrutinised by us.
2. Annexure B – Presence, in the data, of names of persons named as accused in the SEBI Order
3. Annexure C- Observations arising out of our scrutiny of Dematerialisation of shares
4. Annexure D – List of names of shareholders who have multiple folios in the company, despite the names being exactly the same in all the folios
5. Annexure E -List of Documents/records required and requested by us, but not provided.

We believe that the observations made by us in these annexures merit a further investigation to ascertain whether there is any irregularity as per the law in the entries which are the subject matter of our obs[illegible]s.

KETAN DAND F. C. S. 5288 C.P. No. 4470 COMPANY SECRETARY

Mr. Ketan Shantilal Dand
Practising Company Secretary
Membership No.: F.C.S. 5288
C.O.P. No. 4470

Ketan S. Dand
M. Com., F.C.S
Practicing Company Secretary

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ANNEXURE A

LIST OF DOCUMENTS / INFORMATION MADE AVAILABLE TO AND SCRUTINISED BY US

SR. NO	DATA	FORMAT PROVIDED TO US
1	Data showing Beneficial Ownership Position (BENPOS)	Unsigned soft copy
2	Records of Transfer/ Transmission/ Change of name of holder of shares	Hard copies of share transfer deeds and related documents
3	Share Transfer Register	Unsigned soft copy and Physical copy of List of transfers approved by the Share Transfer Committee
4	Requests for Dematerialisation of Shares	Hard copies of requests and related documents
5	Interim & Final Dividend	Hard Copies of Interim & Final Dividend & related Documents

KETAN DAND F. C. S. No. 5288 C.P. No. 4470 COMPANY SECRETARY

Mr. Ketan Shantilal Dand
Practising Company Secretary
Membership No.: F.C.S. 5288
C.O.P. No. 4470

Ketan S. Dand
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ANNEXURE B

Following are the cases where the names of the shareholder are similar to the names of the persons against whom the SEBI has issued the ex-parte -ad-interim Order:

SR. NO.	NAME OF THE SHAREHOLDER	REMARKS	SIMILARITY TO NAME OF ACCUSED MENTIONED IN ORDER
1)	Jayshree Shah Folio No 1954041	She is still a member	Jayshree B. Shah [sister of Shrikant Bhalakia]
2)	Anil J Chudgar Folio No 10174779	Not a member since 31.03.2011	Anil Jathan C
3)	Govind Raj Rao Folio No 27627196	He is still a member	Govind Raj Rao
4)	Suresh Unawane Folio No 13271158	His holding is fluctuating	Suresh Unawane
5)	Gulabi N Devadiga Folio No 26453056	Not a member since 29.09.2007	Narayan Devadiga
6)	Jayshree Shah Folio No 18157722	Not a member since 18.12.2009	Jayshree B. Shah [sister of Shrikant Bhalakia]
7)	J Anil Kumar Folio No 2296551	He is still a member	Anil Jathan C
8)	Krishna Ghosh Folio No 204327	Not a member since 21.09.2007	Krishna M Ghosh
9)	Bhavani J Folio No 10320090	Not a member since	Bhavani Jathan

KETAN DAND F. C. S. No. 3288 C.P.No.4415 COMPANY SECRETARY

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		21.08.2009	
10)	Prashant Narayan Karkera Folio No 80006919	Not a member since 13.05.2011	Prashant Karkera
11)	Prashant Narayan Karkera Folio No 12752672	He is still a member	Prashant Karkera
12)	Prashant Narayan Karkera Folio No 10494717	Multiple Demat Account Holding and Fluctuating Shares and Mr. Prashant and Mr Girish has been given same folio number 10494717	Prashant Karkera
13)	Girish Chandra Agrawal Folio No 10494717	Multiple Demat Account Holding and Fluctuating Shares and Mr. Prashant and Mr Girish has been given same folio number 10494717	Name not similar but Folio number is common
14)	K Prashanth Folio No 1250041	Multiple demat account holdings	Prashant Karkera
15)	K Prashanth Folio No 5741514	Multiple demat account holdings	Prashant Karkera
16)	Indira Prashant Karkera Folio No 10494698	No Entry in benpos 2010 then again holding 12 shares from benpos 2011	Indira P Karkera
17)	Raju Landge Folio No 1788892	He is still a member	Raju Landge
18)	Raju Landge Folio No 1788922	He is still a member	Raju Landge
19)	B Bhagyalaxmi Rao Folio No 30047427	Not a member since 19.02.2010	Bhagyalaxmi Rao

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20)	I D Govinda Rao Folio No 2392798	She is still a member	Govind Rao
21)	Id Govinda Rao Folio No 30013085	She is still a member	Govind Rao
22)	V Govinda Raj Folio No 12520012	He is still a member	Govind Rao
23)	M S Govinda Raju Folio No 2906501	Not a member since 22.05.2015	Govind Rao
24)	Govindaraj S Folio No 1965267	Not a member since 20.11.2015	Govind Rao
25)	Raju Landge Folio No 01788922 & 01788892	a) 24 shares were held by Mr.Rajesh Jhaveri in 2002, however in benpos of 2003 the folio number 1788922 belongs to Mr. Raju landge holding 24 shares. There were no transfer of shares from Mr. Rajesh Jhaveri to Mr. Raju landge, the folio no is not there in benpos of 2006 till 2011, but the same are there in list of members in AR of 2006 to 2011. The folio is there in benpos of 2012 till 2016 as well as AR of 2012 to 2016. b) further the folio number 01788892 belongs to Mr. Rajesh Jhaveri in 2002, however in benpos of 2003 the said folio number belongs to Mr. Raju Landge holding 24 shares , there was no transfer of shares from Mr. Rajesh Jhaveri to Mr. Raju Landge, the folio no is not there in benpos of 2006 till 2011, but the same are there in	Raju Landge

KETAN DAND F. C. S. No. 3286 CP No. 4478

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		list of members in AR of 2006 to 2011. the folio is there in benpos of 2012 till 2016 as well as AR of 2012 to 2016. c) further, for both the folios the C/o as per annual return is Aptech Ltd and not sharepro)	
26)	Suresh Unawane Folio No 2752000 client ID 13271158	a) In Benpos of 2006 as well as in AR of 2006 the folio belongs to UTI India Fund Unit, till 16/02/2007 it is there in the name of UTI, after that it is there in the name of Suresh Unawane, no transfer of shares done by UTI to Suresh as per ATTRAN. b) In benpos 2008, there was a fluctuation in number of shares from 10980 to 2500, the shares were into Demat form, the shares were purchased and sold in demat, hence the transaction could not be traced. c) The folio is there in benpos from 2007 to 2010, after that it is not there till 2016, The folio is not there in AR of any year.	Suresh Unawane
27)	Pradeep M Rathod Folio No 2749980 Client ID 14605604	a) In Benpos of 2003 the folio belongs to Oriental Insurance Co.Ltd, in	Pradeep M Rathod

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		benpos of 2006 it is there in the name of Pradeep M Rathod, no transfer of shares done by Oriental to Pradeep as per ATTRAN. In AR of 2006 it is in name of Pradeep M Rathod b) The folio is not there in benpos from 2007 to 2016, as well as AR from 2007 to 2016, the shares were converted into demat on 25/01/2006 and the shares were purchased and sold in demat, hence the transaction could not be traced.	

KETAN DAND F. C. S. No. 5288 C.P. No. 4470 COMPANY SECRETARY

Mr. Ketan Shantilal Dand
Practising Company Secretary
Membership No.: F.C.S. 5288
C.O.P. No. 4470

Ketan S. Dand
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Practicing Company Secretary

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ANNEXURE C

OBSERVATIONS ARISING OUT OF OUR SCRUTINY OF DEMATERIALISATION / REMATERIALISATION OF SHARES

Sr. No	Audit Observations	Remarks
1.	1) Jayshree Shah made request to Demat the shares as per ATTRAN bearing share certificate no 8703 dated 12-01-2004	1) No corresponding DEMAT requests found in DEMAT Files. 2) The systems at sharepro were not working for verifying the signatures on the Demat requests.
	2) Suresh U made request to Demat the shares as per ATTRAN bearing share certificate no 21948 dated 05-05-2004	
	3) Vimala G Rao made request to Demat the shares as per ATTRAN bearing share certificate no 34074 dated 19-08-2004	
	4) Suresh Unawane made request to Demat the shares as per ATTRAN bearing share certificate no 45077 dated 23-02-2007	
	5) B Bhagyalaxmi Rao made request to Demat the shares as per ATTRAN bearing share certificate no 21661 dated 10-02-2010	
	6) B K INDIRA made request to Demat the shares as per ATTRAN bearing share certificate no 17954 dated 06-12-2011, 17955 and 17982 dated 13-03-2012	

KETAN DAND
F. C. S.
No. 5288
C.P. No. 4078

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2.	Remat request forms were not provided for audit	Information pertaining to Remat Requests were not provided to us by sharepro

KETAN DAND F. C. S. No. 5288 C.P. No. 4470 COMPANY SECRETARY

Mr. Ketan Shantilal Dand
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ANNEXURE D

LIST OF NAMES OF SHAREHOLDERS WHO HAVE MULTIPLE FOLIOS IN THE COMPANY, DESPITE THE NAMES BEING EXACTLY THE SAME IN ALL THE FOLIOS

Sr. No	Name of the Shareholders	Folio No
1	Nayana Pramod Nargolkar	2118921 2118912
2	Sheelu Ravi Daswani	1908821 1912470
3	Kantilal Samant Nishar	27656978 27651143
4	Pushpa Hanumanth Rao	2344581 2344556
5	Rajami Losalka	2651904 2651912
6	Rajeev Hanskumar Vora	1699024 1699032
7	Rohini Parikh	1710117 1710125
8	Josematheew	2524643 2524635
9	Sandhya Rani Misra	2776311 2051109
10	Taradevi Khatri	2218861 2219093
11	Raju Landge	1788892 1788822
12	Abdul Samad M H.	2406888 2406896
13	Sheeluravi Daswani	1908821 1912470
14	Deepak Kamlakar Joshi	2007592 2007606
15	Rakesh Kumar Sharma	1714708 1716123
16	Sandhya Rani Mishra	27763111 2051109

KETAN DAND F. C. S. No. 5288 CP No. 4418 COMPANY SECRETARY

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17	Bipin Shah	1954032 1950282
18	Ravindra Kumar Badhani	2691728 2691680
19	Vimal Chougule	2158744 2158736
20	Raju Mathews	2570475 2570467
21	Mohd. Haneef Khan	1971298 1971301
22	Mandakini K Chavan	2061970 2062046
23	Narayan Trivedi	2058651 1012533
24	Silloo Keki Sidhwa	1775049 1774492
25	Shiraz K Dick	1803212 1801601
26	Joseph D'Souza	2392348 2392321
27	Tushar M. Parikh	1835190 1835181
28	Hasmukh P Modi	27740511 27736793
29	N V Savthri	2353563 2351722
30	Mahesh Khatri	2219077 2219069 2219051
31	B Bharthi	2277051 2277093
32	Santosh Khandelwal	27650341 27640281 27643949
33	Ghanshyamdas N Khandelwal	27643931 27654126 27648631 27647073 27631533
34	Sudhir Khandelwal	27650368 27649041 27640290 27643914 27656404

KETAN DAND F.C.S. No. 5288 C.P.No. 4678 COMPANY SECRETARY

Ketan S. Dand
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Practicing Company Secretary

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35	Sunil Khandelwal	27606890 27613187 27655343 27655335
36	M R Chandhoke	1109308 1109316
37	Naraindas Surendradas	2714116 2726637
38	Mayuriben Patel	1573659 1573683 1573624
39	Mangalmurti prabhakar mahajan	2068141 2068150
40	Vinitkumar parikh	01710141 01710150
41	Sandhya rani misra	02051109 27763111
42	Durlabhji Devji Modha	01358651 30024508
43	Ravindra kumar Bhadani	2691728 2691680
44	Ramakrishnan T B	27607144 27607381
45	Mahesh khatri	02219051 02219069 02219077
46	Pinki goyal	1158431 1158422
47	Rajeev Hanskumar Vora Rajeev H Vora	1699024 1699032
48	Koteshwara Rao Jonnalagadda	1050567 1050583
49	Pravin Nana Gaikwad	2208466 2208474
50	Saroj Rajaram Parulekar	1928040 1928058
51	Gita Sutradhar	1405471 1405462
52	Mahesh Khatri	2219051 2219069
53	Tara Devi Khatri	2218861 2219093

KETAN DAND F. C. S. No. 5288 C.P. No. 4439 COMPANY SECRETARY

Ketan S. Dand
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Practicing Company Secretary

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54	Santosh Khandelwal	27640281 27650341 27643949
55	Ghanshyamdas N Khandelwal	27648631 27647073 27643931 27654126 27631533 27648631
56	Sudhir Khandelwal	27640290 27643914 27656404 27650368 27649041
57	Sunil Khandelwal	27606890 27655335 27613187 27655343
58	Santosh Khandelwal	27640281 27650341 27643949
59	Ghanshyamdas N Khandelwal	27648631 27647073 27643931 27654126 27631533
60	Sudhir Khandelwal	27640290 27643914 27656404 27650368 27649041
61	D Thangam	2485770 2485761

KETAN DAND * F. C. S. No. 5288 C.P. No. 4470 * COMPANY SECRETARY

Mr. Ketan Shantilal Dand
Practising Company Secretary
Membership No.: F.C.S. 5288
C.O.P. No. 4470

Ketan S. Dand
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Practicing Company Secretary

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ANNEXURE E

Following documents/records were not provided by Sharepro for audit:

- Share Certificate Print Reconciliation Register
- Rematerialisation Request Forms
- Dividend Warrant Re-issue request letters
- Signature Cards
- The Query Module, which is part of the software used by Sharepro, and which has been quoted extensively in the SEBI order dated 22nd March, 2016, was not made available to us remotely, adding to the difficulty in carrying out a thorough, investigate Audit



Mr. Ketan Shantilal Dand
Practising Company Secretary
Membership No.: F.C.S. 5288
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