



Aptech Limited
Reg office: Aptech House
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27th July, 2018

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. : Proceedings of the 18th Annual General Meeting of the Company

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of the 18th Annual General Meeting of the Company held on Thursday, 26th July, 2018 at Rangaswar Hall” , 4th Floor, Chavan Centre, General Jagannth Bhosale Marg, Chavan Hall next to Sachivalaya Gymkhana, Mumbai 400 021.

We request you to kindly take the same on record

Thanking you,

Yours faithfully,

For **Aptech Limited**

Ketan H Shah
Company Secretary

HELD AT _____

ON _____

TIME _____

MINUTES OF THE PROCEEDINGS OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF APTECH LIMITED HELD ON THURSDAY, 26TH JULY, 2018 AT "RANGASWAR HALL", CHAVAN CENTRE, 4TH FLOOR, JAGANNATH BHOSLE MARG, NEXT TO SACHIVALAYA GYMKHANA, MUMBAI-400 021 AT 4 P.M.

PRESENT:

MR. RAKESH JHUNJHUNWALA	CHAIRMAN
MR. RAMESH S. DAMANI	DIRECTOR (CHAIRMAN OF STAKEHOLDERS' RELATIONSHIP COMMITTEE)
MR. UTPAL SHETH	DIRECTOR
MR. RAJIV AGARWAL	DIRECTOR
MR. ANIL PANT	MANAGING DIRECTOR & CEO
MS. MADHU JAYAKUMAR	DIRECTOR (CHAIRPERSON OF CSR COMMITTEE)
MR. VIJAY AGGARWAL	DIRECTOR (CHAIRMAN OF NOMINATION AND REMUNERATION COMMITTEE AND AUDIT COMMITTEE)
MR. NINAD KARPE	DIRECTOR
MR. ASIT KOTICHA	DIRECTOR
MR. ANUJ KACKER	WHOLETIME DIRECTOR
MR. MADHUSUDAN KELA	ADDITIONAL DIRECTOR
MR. NIKHIL DALAL	ADDITIONAL DIRECTOR
MR. T. K. RAVISHANKAR	EXECUTIVE VICE PRESIDENT & CFO
MR. KETAN H. SHAH	COMPANY SECRETARY

BY INVITATION:

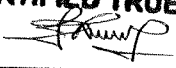
MR. PARESH CLERK	M/S BANSI S MEHTA & COMPANY
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46 Members were present in person and 1 member were present by proxy at the Meeting.

At 4.00 p.m. Mr. Rakesh Jhunjhunwala occupied the Chair. As the requisite quorum prescribed under the Companies Act, 2013 was present the Chairman commenced the proceedings of the meeting.

The Chairman welcomed the shareholders present at the meeting.

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Ketan H. Shah
Company Secretary

HELD AT _____ ON _____ TIME _____

He then introduced Mr. Madhusudan Kela and Mr. Nikhil Dalal to the shareholders.

He informed the Members that the Proxy Register, Register of Members in electronic format, Register of Directors' shareholding, Register of Contracts, Auditors' Reports and Auditors' certificate on implementation of ESOP Scheme were available for inspection.

With the consent of the Members present, the Notice convening the Meeting and Auditors' Reports were taken as read.

The Chairman stated that the printed copy of the Annual Report containing the Annual Accounts along with the Report of the Directors and Auditors have been already received by the Members. With the permission of the Members the said documents were taken as read.

The Chairman then informed the members that the Company had provided e-voting facility to the members on the portal of Karvy Computershare Pvt Ltd from 23rd July, 2018 (9 a.m.) to 25th July, 2018 (5 p.m.). Members present in the meeting who were not able to cast their votes through remote e-voting platform during the voting period, can cast their votes on the Tabs provided by Karvy Computershare Pvt Ltd at the counter outside the AGM Hall.

He then moved the following resolutions nos. 1 to 9 as set out in the Notice calling the AGM.

He informed that Mr. Jay Mehta, Practising Company Secretary has been appointed as scrutinizer to scrutinize the remote e-voting and e-voting at the AGM venue in a fair and transparent manner. He requested the members to cast their vote and conveyed them that the results of e-voting will be announced within 48 hours.

Ordinary Resolution no.1: Adoption of Audited Standalone and Consolidated Accounts, Directors Report and Auditors Report for year ended 31st March 2018

"RESOLVED THAT the Audited Financial Statements (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended 31st March 2018, and the Reports of the Board of Directors and Auditors thereon circulated to the Members be and are hereby adopted."

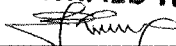
Ordinary Resolution no.2: Re-appointment of Mr. Ninad Karpe as Director retiring by rotation

"RESOLVED THAT Mr. Ninad Karpe whose period of office is liable to determination by retirement of Directors by rotation and who has offered himself for re-appointment be and he is hereby reappointed a Director of the Company."

Ordinary Resolution no. 3: Ratification of appointment of M/s Bansi Menha & Co., Chartered Accountants as Statutory Auditors

"RESOLVED THAT the appointment of M/s Bansi S. Mehta & Co. Chartered Accountants (Firm registration no. 100991W) as the Statutory Auditors of the Company who were appointed for a term of 5 years commencing from the financial year 2017-18 at the last annual general meeting be and is hereby ratified."

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CHAIRMAN'S INITIALS
Ketan H. Shah
Company Secretary

HELD AT _____ ON _____ TIME _____

Ordinary Resolution no. 4: Appointment of Mr. Madhusudan Kela as an Independent Director

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Madhusudan Kela [DIN: 05109767], who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing under Section 160 of the Act along with requisite deposit proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company upto 8th November 2022, subject to satisfying the criteria of independence in terms of the Companies Act 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation"

Ordinary Resolution no. 5: Appointment of Mr. Nikhil Dalal as an Independent Director

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Nikhil Dalal [DIN: 00316871], who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing under Section 160 of the Act along with requisite deposit proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company upto 29th May 2023, subject to satisfying the criteria of independence in terms of the Companies Act 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation"

Special Resolution no. 6: Re-appointment of Mr. Vijay Aggarwal as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vijay Aggarwal (DIN: 00515412), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f 1st April, 2019."

Special Resolution no. 7: Re-appointment of Mr. Ramesh Damani as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

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CHAIRMAN'S INITIALS

Ketan H. Shah
Company Secretary

HELD AT _____ ON _____ TIME _____

modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ramesh Damani (DIN: 00304347), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f 1st April, 2019."

Special Resolution no. 8: Waiver of excess remuneration paid to Mr. Anil Pant for FY 2017-18

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time, consent of the Company be and is hereby accorded for payment of remuneration made to Mr. Anil Pant of Rs. 2,70,06,592 during the financial year ended 31st March 2018 and to waive recovery of remuneration paid to Mr. Pant in excess of the limits prescribed under the provisions of the Act read with Schedule V of the Act of Rs. 30,06,592 for the said financial year."

Special Resolution no. 9: Waiver of excess remuneration paid to Mr. Ninad Karpe for FY 2015-16

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time, consent of the Company be and is hereby accorded for payment of remuneration made to Mr. Ninad Karpe of Rs. 2,13,49,328 during the financial year ended 31st March 2016 and to waive recovery of remuneration paid to Mr. Karpe in excess of the limits prescribed under the provisions of the Act read with Schedule V of the Act of Rs. 1,30,68,285 for the said financial year."

The Chairman thereafter gave a snapshot of financial results for the year 2017-18 as under:

"Snapshot of financial results:

Consolidated revenue – Rs. 229 Crore over Rs. 212 Crore last year

Consolidated PBT – Rs.36.58 Crore vs Rs.22.81 Crore last year

Consolidated PAT – Rs.32.87 Crore vs Rs.19.30 Crore last year

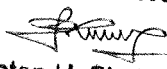
The Chairman then invited the Members to come forward and share their comments and views only on the Annual Report of the Company.

Thereupon, Gaurav Birmiwale, Kirti Shah, Aloysius Mascarenhas, Ashalata Maheshwari and Anil Parekh, came to the podium one by one and put forth their compliments, comments and queries before the meeting.

The Chairman thanked the speakers for their compliments and views. He gave appropriate clarifications to the queries raised by them.

Thereafter the Chairman declared the meeting as concluded.

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CHAIRMAN


Ketan H. Shah
Company Secretary

CHAIRMAN'S INITIALS _____

HELD AT _____ ON _____ TIME _____

The results of e-voting is given in Annexure 1

Annexure 1**18th Annual General Meeting held on 26th July, 2018**
Declaration of consolidated results of e-voting and insta poll

As per the provisions of the Companies Act, 2013 as also SEBI (Listing Obligations & Disclosure Requirements) Regulations, 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 18th Annual General Meeting (AGM). The e-voting was open from 23rd July, 2018 (9 a.m.) to 25th July, 2018 (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 remote e-voting platform during the voting period, were allowed to cast their votes through e-voting at the AGM venue.

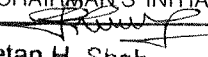
Mr. Jay Mehta, Practicing Company Secretary was appointed as the Scrutinizer for remote e-voting as well as voting through e-voting at the AGM venue. The Scrutinizer has carried out the scrutiny of all the electronic votes by remote e-voting and e-voting at the AGM venue and submitted his reports on 27th July, 2018.

The consolidated result 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, Directors Report and Auditors Report for FY 2017-18	22,589,586	100% (rounded off)	5	0.00% (rounded off)	Ordinary resolution passed with requisite majority
Resolution no.2: Re-appointment of Mr. Ninad Karpe as Director retiring by rotation	22,589,586	100% (rounded off)	5	0.00% (rounded off)	Ordinary resolution passed with requisite majority
Resolution no. 3: Ratification of appointment of M/s. Banshi Mehta as Statutory Auditor	22,589,586	100% (rounded off)	5	0.00% (rounded off)	Ordinary resolution passed with requisite majority
Resolution no. 4: Appointment of Mr. Madhusudan Kela as an Independent Director	22,589,586	100% (rounded off)	5	0.00% (rounded off)	Ordinary resolution passed with requisite majority
Resolution no. 5: Appointment of Mr. Nikhil Dalal as an Independent Director	22,589,586	100% (rounded off)	5	0.00% (rounded off)	Ordinary resolution passed with requisite majority

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CHAIRMAN'S INITIALS


Ketan H. Shah
Company Secretary

HELD AT _____

ON _____

TIME _____

Resolution no. 6: Re-appointment of Mr. Vijay Aggarwal as an Independent Director	22,589,586	100% (rounded off)	5	0.00% (rounded off)	Special resolution passed with requisite majority
Resolution no. 7: Re-appointment of Mr. Ramesh Damani as an Independent Director	22,589,586	100% (rounded off)	5	0.00% (rounded off)	Special resolution passed with requisite majority
Resolution no. 8: Waiver of excess remuneration paid to Mr. Anil Pant for FY 2017-18	22,521,803	97.30% (rounded off)	67,788	0.30% (rounded off)	Special resolution passed with requisite majority
Resolution no. 9: Waiver of excess remuneration paid to Mr. Ninad Karpe for FY 2015-16	22,521,803	97.30% (rounded off)	67,788	0.30% (rounded off)	Special resolution passed with requisite majority

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For Aptech Limited



Ketan H. Shah
Company Secretary

27th July, 2018

CHAIRMAN'S INITIALS



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

July 27th, 2018

The Secretary/Listing Department/Corporate Relations
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 / Corporate Relations
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

Dear Sirs,

Scrip Code : 532475
ISIN No. : INE266F01018

Sub. : Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting and e-voting at the AGM venue. The above is uploaded on the Company's website.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully

For Aptech Limited

Ketan H. Shah
Company Secretary
Encl.: As Above

VOTING RESULTS

Date of the AGM/EGM	July 26, 2018
Total number of shareholders on record date	64977
No. of Shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	1
Public:	46
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public:	

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Ketan H. Shah
Company Secretary

Agenda 1- Adoption of Audited Accounts, Directors Report and Auditors Report for FY 2017-18

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No.of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19,667,540	19,667,540	100	19,667,540	-	100	0
	PeH / E-voting at the AGM Venue		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		19,667,540	100	19,667,540	-	100	0
Public-Institutions	E-Voting	3,175,591	2,274,352	71.6198	2,274,352	0	100.0000	0.0000
	PeH / E-voting at the AGM Venue		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,274,352	71.6198	2,274,352	0	100.0000	0.0000
Public-Non Institutions	E-Voting	17,050,429	593,706	3.4821	593,706	0	100.0000	0.0000
	PeH / E-voting at the AGM Venue		53,993	0.3167	53,988	5	99.9907	0.0092
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		647,699	3.7988	647,694	5	99.9992	0.0008
Total		39,893,560	22,589,591	56.6247	22,589,586	5	100.0000	0.0000

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Ketan H. Shah
Company Secretary

Agenda 2- Re-appointment of Mr. Ninad Karpe as Director retiring by rotation.:

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No.of Votes-Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19,667,540	19,667,540	100	19,667,540	-	100	0
	PeH / E-voting at the AGM Venue		0	0	0	0	0	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		19,667,540	100	19,667,540	-	100	0
Public-Institutions	E-Voting	31,75,591	2,274,352	71.6198	2,274,352	0	100.0000	0.0000
	PeH / E-voting at the AGM Venue		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,274,352	71.6198	2,274,352	0	100.0000	0.0000
Public-Non Institutions	E-Voting	17,050,429	593,706	3.4821	593,706	0	100.0000	0.0000
	PeH / E-voting at the AGM Venue		53,993	0.3167	53,988	5	99.9907	0.0092
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		647,699	3.7988	647,694	5	99.9992	0.0008
Total		39,893,560	22,589,591	56.6247	22,589,586	5	100.0000	0.0000

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Ketan H. Shah
Company Secretary

Agenda 3- Ratification of appointment of M/s. Banshi Mehta as Statutory Auditor:

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19,667,540	19,667,540	100	19,667,540	-	100	0
	Poll / E-voting at the AGM							
	Venue		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		19,667,540	100	19,667,540	-	100	0
Public-Institutions	E-Voting	3,175,591	2,274,352	71.6198	2,274,352	0	100.0000	0.0000
	Poll / E-voting at the AGM							
	Venue		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,274,352	71.6198	2,274,352	0	100.0000	0.0000
Public-Non Institutions	E-Voting	17,050,429	593,706	3.4821	593,706	0	100.0000	0.0000
	Poll / E-voting at the AGM							
	Venue		53,993	0.3167	53,988	5	99.9907	0.0092
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		647,699	3.7988	647,694	5	99.9992	0.0008
Total		39,893,560	22,589,591	56.6247	22,589,586	5	100.0000	0.0000

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Karam V. Shah
Company Secretary

Agenda 4- Appointment of Mr. Madhusudan Kela as an Independent Director:

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19,667,540	19,667,540	100	19,667,540	-	100	0
	PeH / E-voting at the AGM							
	Venue		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		19,667,540	100	19,667,540	-	100	0
Public-Institutions	E-Voting	3,175,591	2,274,352	71.6198	2,274,352	0	100.0000	0.0000
	PeH / E-voting at the AGM							
	Venue		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,274,352	71.6198	2,274,352	0	100.0000	0.0000
Public-Non Institutions	E-Voting	17,050,429	593,706	3.4821	593,706	0	100.0000	0.0000
	PeH / E-voting at the AGM							
	Venue		53,993	0.3167	53,988	5	99.9907	0.0092
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		647,699	3.7988	647,694	5	99.9992	0.0008
Total		39,893,560	22,589,591	56.6247	22,589,586	5	100.0000	0.0000

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Ketan H. Shah
Company Secretary

Agenda 5- Appointment of Mr. Nikhil Dalal as an Independent Director:

Resolution required: (Ordinary/Special)								
Ordinary Resolution								
Whether promoter/promoter group are interested in the agenda/resolution?								
No								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No.of Votes-Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19,667,540	19,667,540	100	19,667,540	-	100	0
	PeH / E-voting at the AGM Venue		0	0	0	0	0	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		19,667,540	100	19,667,540	-	100	0
Public-Institutions	E-Voting	3,175,591	2,274,352	71.6198	2,274,352	0	100.0000	0.0000
	PeH / E-voting at the AGM Venue		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,274,352	71.6198	2,274,352	0	100.0000	0.0000
Public-Non Institutions	E-Voting	17,050,429	593,706	3.4821	593,706	0	100.0000	0.0000
	PeH / E-voting at the AGM Venue		53,993	0.3167	53,988	5	99.9907	0.0092
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		647,699	3.7988	647,694	5	99.9992	0.0008
Total		39,893,560	22,589,591	56.6247	22,589,586	5	100.0000	0.0000

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Ketan H. Shah
Company Secretary

Agenda 6- Re-appointment of Mr. Vijay Aggarwal as an Independent Director:

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No.of Votes-Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19,667,540	19,667,540	100	19,667,540	-	100	0
	Poll / E-voting at the AGM Venue		0	0	0	0	0	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		19,667,540	100	19,667,540	-	100	0
Public-Institutions	E-Voting	3,175,591	2,274,352	71.6198	2,274,352	0	100.0000	0.0000
	Poll / E-voting at the AGM Venue		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,274,352	71.6198	2,274,352	0	100.0000	0.0000
Public-Non Institutions	E-Voting	17,050,429	593,706	3.4821	593,706	0	100.0000	0.0000
	Poll / E-voting at the AGM Venue		53,993	0.3167	53,988	5	99.9907	0.0092
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		647,699	3.7988	647,694	5	99.9992	0.0008
Total		39,893,560	22,589,591	56.6247	22,589,586	5	100.0000	0.0000

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Ketan H. Shah
Company Secretary

Agenda 7- Re-appointment of Mr. Ramesh Damani as an Independent Director:

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		19,667,540	100	19,667,540	-	100	0
	PeH / E-voting at the AGM							
	Venue	19,667,540	0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		19,667,540	100	19,667,540	-	100	0
Public-Institutions	E-Voting		2,274,352	71.6198	2,274,352	0	100.0000	0.0000
	PeH / E-voting at the AGM							
	Venue	3,175,591	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,274,352	71.6198	2,274,352	0	100.0000	0.0000
Public-Non Institutions	E-Voting		593,706	3.4821	593,706	0	100.0000	0.0000
	PeH / E-voting at the AGM							
	Venue	17,050,429	53,993	0.3167	53,988	5	99.9907	0.0092
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		647,699	3.7988	647,694	5	99.9992	0.0008
Total		39,893,560	22,589,591	56.6247	22,589,586	5	100.0000	0.0000

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Ketan H. Shah
Company Secretary

Agenda 8- Waiver of excess remuneration paid to Mr. Anil Pant for FY 2017-18:

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19,667,540	19,667,540	100	19,667,540	-	100	0
	PeH / E-voting at the AGM							
	Venue		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		19,667,540	100	19,667,540	-	100	0
Public-Institutions	E-Voting	3,175,591	2,274,352	71.6198	2,208,741	65,611	97.1151	2.8848
	PeH / E-voting at the AGM							
	Venue		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,274,352	71.6198	2,208,741	65,611	97.1152	2.8848
Public-Non Institutions	E-Voting	17,050,429	593,706	3.4821	591,534	2,172	99.6341	0.3658
	PeH / E-voting at the AGM							
	Venue		53,993	0.3167	53,988	5	99.9907	0.0092
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		647,699	3.7988	645,522	2,177	99.6639	0.3361
Total		39,893,560	22,589,591	56.6247	22,521,803	67,788	99.6998	0.3001

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Ketan H. Shah
Company Secretary

Agenda 9- Waiver of excess remuneration paid to Mr. Ninad Karpe for FY 2015-16:

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19,667,540	19,667,540	100.0000	19,667,540	0	100.0000	0.0000
	Poll / E-voting at the AGM							
	Venue		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		19,667,540	100.0000	19,667,540	0	100.0000	0.0000
Public-Institutions	E-Voting	3,175,591	2,274,352	71.6198	2,208,741	65,611	97.1151	2.8848
	Poll / E-voting at the AGM							
	Venue		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,274,352	71.6198	2,208,741	65,611	97.1152	2.8848
Public-Non Institutions	E-Voting	17,050,429	593,706	3.4821	591,534	2,172	99.6341	0.3658
	Poll / E-voting at the AGM							
	Venue		53,993	0.3167	53,988	5	99.9907	0.0092
	Postal Ballot(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		647,699	3.7988	645,522	2,177	99.6639	0.3361
Total		39,893,560	22,589,591	56.6247	22,521,803	67,788	99.6999	0.3001

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Ketan H. Shah

Company Secretary



JAY MEHTA & ASSOCIATES
COMPANY SECRETARIES

Off. No. 5, Gr. Floor, Rajshila CHS Ltd.,
597, J.S.S. Road, Marine Lines (East),
Mumbai - 400 002. Tel. : 022 - 2205 1969
email : csjaymehta@gmail.com

To,
The Chairman,
Aptech Limited,
Aptech House, A-65, M.I.D.C.,
Marol, Andheri (East),
Mumbai - 400 093

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and voting at the Eighteen Annual General Meeting of Aptech Limited, held on Thursday 26th July, 2018, at 4:00 P.M. at Rangaswar Hall, 4th Floor, Chavan Centre, General Jaganth Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai - 400 021

I, Jay Dilipkumar Mehta, proprietor of M/s Jay Mehta & Associates, Company Secretaries, appointed as Scrutinizer, by the Board of Directors of the Company, for the purpose of scrutinizing the remote e-voting as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and voting at the Eighteenth Annual General Meeting (AGM) of Aptech Limited (the Company) held on Thursday, 26th July, 2018, at 4:00 P.M. at Rangaswar Hall, 4th Floor, Chavan Centre, General Jaganth Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021.

The Company had provide the members facility to cast their vote by electronic means, for all the items of business as set out in the Notice convening AGM, through remote e-voting services provided by Karvy Computershare Private Limited (Karvy).

The Company had also provided the facility for voting through e-voting system at the AGM for all those members who were present at the AGM but have not casted their votes by availing the remote e-voting facility.

The members, holding shares in physical form or in dematerialized form, as on cut-off date i.e. Thursday 19th July, 2018, were entitled to vote on all the items of business as set out in the Notice convening AGM.

The remote e-voting period commenced on Monday, 23rd July, 2018 at 9:00 A.M. and ended on Wednesday, 25th July, 2018 at 5:00 P.M. and the Karvy e-voting platform was blocked thereafter.



Thereafter, the votes cast under remote e-voting were unblocked in presence of two witness, Ms. Teena Thomas, Prathamesh CHS, Plot no. 357/13, Sector-3, Charkop, Kandivali (West), Mumbai - 400067 and Ms. Nishigandha Waradkar, Nirmal CHS Plot no. 259, Room No. 19, Sector-2, Charkop, Knadivali (West), Mumbai - 400067, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Teena Thomas



Nishigandha Waradkar

I have duly scrutinized and reviewed the remote e-voting and votes tendered through e-voting at the AGM and submit my consolidated Report, on the resolution(s) as mentioned below:

a) **Resolution No. 1 -**

Adoption of Audited Accounts, Directors Report and Auditors Report for Financial year 2017-18:

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
84	2,25,89,586	100%(Rounded-off)

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
1	5	0%(Rounded-off)

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL.	NIL



b) **Resolution No. 2 -**

Re-appointment of Mr. Ninad Karpe as Director retiring by rotation:

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
84	2,25,89,586	100% (Rounded-off)

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
1	5	0% (Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



c) **Resolution No. 3 -**

Ratification of Appointment of M/s Bansi S. Mehta & Co. as Statutory Auditor:

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
84	2,25,89,586	100%(Rounded-off)

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
1	5	0%(Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



d) **Resolution No. 4 -**

Appointment of Mr. Madhusudan Kela 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
84	2,25,89,586	100%(Rounded-off)

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
1	5	0%(Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



e) **Resolution No. 5 -**

Appointment of Mr. Nikhil Dalal 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
84	2,25,89,586	100%(Rounded-off)

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
1	5	0%(Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



f) **Resolution No. 6 -**

Re-Appointment of Mr. Vijay Aggarwal 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
84	2,25,89,586	100%(Rounded-off)

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
1	5	0%(Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



g) **Resolution No. 7 -**

Re-Appointment of Mr. Ramesh Damani 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
84	2,25,89,586	100%(Rounded-off)

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
1	5	0%(Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL.



h) **Resolution No. 8 -**

Waiver of excess remuneration paid to Mr. Anil Pant for Financial Year 2017-18:

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
80	2,25,21,803	99.70%(Rounded-off)

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
5	67,788	0.30% (Rounded-off)

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL.



i) **Resolution No. 9 -**

Waiver of excess remuneration paid to Mr. Ninad Karpe for Financial Year 2015-16:

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
80	2,25,21,803	99.70%(Rounded-off)

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

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
5	67,788	0.30%(Rounded-off)

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

For Jay Mehta & Associates
Company Secretaries

Jay Mehta
Proprietor



Counter Signed:

Ketan H. Shah
Company Secretary

F.C.S. No.: 8672
C.P. No.: 8694

Date: 27/07/2018
Place: Mumbai