

**Clause 35: SHAREHOLDING PATTERN AS ON March 31. 2003**

	<b>CATEGORY</b>	<b>NO. OF SHARES HELD</b>	<b>PERCENTAGE OF SHAREHOLDING</b>
<b>A.</b>	<b>Promoter's holding</b>		
<b>1.</b>	Promoters *		
	- Indian Promoters	-----	-----
	- Foreign Promoters	-----	-----
<b>2.</b>	Persons acting in Concert #	-----	-----
	<b>Sub-Total</b>	-----	-----
<b>B.</b>	<b>Non-Promoters Holding</b>	-----	-----
<b>3.</b>	<b>Institutional Investors</b>	-----	-----
	a. Mutual Funds and UTI	842,522	4.64
	b. Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	748,529	4.13
	c. FIIs	337,869	1.86
	<b>Sub-Total</b>	<b>1,928,920</b>	<b>10.63</b>
<b>4.</b>	<b>Others</b>	-----	-----
	a. Private Corporate Bodies	1,585,309	8.73

b. Indian Public	8,756,380	48.24
c. NRIs / OCBs	271,616	1.50
d. Any Other (Please specify)		
-NSDL in Transit	63	0.00
-Trust	31,204	0.17
-GDR	553,537	3.05
-KCL Escrow A/C. SSI Ltd.	*4,932,408	27.18
- K.S.Aghoram	*90000	0.50
<b>Sub-Total</b>	<b>16,220,517</b>	<b>89.37</b>
<b>GRAND TOTAL</b>	<b>18,149,437</b>	<b>100.00</b>

**NOTE:**

\*Advent Tele Net Private Limited, Norfolk Infotech Pvt. Ltd., Mrs. Alka Atul Nishar, Ms. Priyanka Atul Nishar (hereinafter together referred to as "Sellers") entered into a Share Purchase Agreement (hereinafter referred to as "SPA") on February 10, 2003 with SSI Limited, (hereinafter referred to as "SSI" or "Acquirer"). Pursuant to the SPA, the Sellers have agreed to sell and the Acquirer has agreed to purchase of 4,932,408 equity shares ("Transaction Shares") Rs. 10/- each fully paid-up of the Sellers in Aptech Limited, (hereinafter referred to as "Aptech"), for cash at a price of Rs. 49.75 per fully paid-up equity share upon the terms and subject to the conditions of the SPA, representing 27.18% of the equity capital of Aptech.

In terms of the SPA, Acquirer has paid the consideration payable to the Sellers. The Sellers have deposited the Transaction Shares in an escrow account (hereinafter referred to as "Escrow Account") with the Escrow Agent, Karvy Consultants Limited, wherein the Transaction Shares would be held until the Acquirer completes all the formalities of the Open Offer to be made in terms of the (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

In the event of any non-compliance of any of the provisions of the Regulations or non-compliance of this Offer, then in terms of Regulation 22(16) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, the SPA shall not be acted upon.

Pursuant to and in terms of the SPA, on March 10, 2003, in terms of second proviso to Regulation 22(7), Directors representing SSI comprising Mr. Kalpathi S Suresh, Mr. K S Aghoram, Mr. K S Ganesh and Mr. D V Narasingarao were appointed on the Board of Aptech.

The Open Offer was made by SSI on February 14, 2003 in compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 to acquire up to 20% of the Voting Capital of Aptech. The Offer opened on April 03, 2003 and is presently in progress.

Upon completion of the Offer, the SSI would become Promoter of Aptech within the meaning of Regulation 2(1)(h) of the Regulations.

**CLAUSE: 35 STATEMENT OF SHAREHOLDING OF ENTITIES/PERSONS HOLDING MORE THAN 1% OF THE SHARES OF THE COMPANY**

<b>NAME</b>	<b>NO. OF SHARES HELD</b>	<b>PERCENTAGE OF SHAREHOLDING</b>
<b>A. Promoters</b>		
<b>1 Promoters</b>	-----	-----
<b>B. Non Promoters Holdings</b>		
<b>3 Institutional Investors</b>		
a) Mutual Funds and UTI		
- Unit Trust Of India	715,432	3.94
b) Bank and Financial Institutions		
- Life Insurance Corporation of India	597,451	3.29
c) FII/GDR		
-Saloman smith Barney Mauritius Private Limited	334,620	1.84
<b>4. Others</b>		
a) Private Corporate Bodies	-----	-----
1. Duphar Interfran Ltd.	349,522	1.93
b) Indian Public		
1)Amal N. Parikh	250,000	1.38
d)Any Other	205,700	1.13
1) GDR - Deutsche Bank Trust Company Americas	553,537	3.05
2) KCL Escrow A/C. SSI Ltd.	4,932,408	27.18

**NOTE: FOREIGN HOLDING**

<b>No. of Shares</b>	<b>Percentage</b>
1,163,022	6.41