

SHAREHOLDING PATTERN AS ON September 30, 2005

	CATEGORY	NO. OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
A.	Promoter's holding	-	-
1.	Promoters		
	- Indian Promoters*	1,876,798	4.99
	- Foreign Promoters	-	-
2.	Persons acting in Concert #	0	0.00
	Sub-Total	1,876,798	4.99
B.	Non-Promoters Holding	-	-
3.	Institutional Investors	-	-
a.	Mutual Funds and UTI	3,377,363	8.97
b.	Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	382,547	1.02
c.	FII's	7,578,651	20.14
	Sub-Total	11,338,561	30.13
4.	Others	-	-
a.	Private Corporate Bodies	5,163,860	13.72

b. Indian Public	12,010,264	31.92
c. NRIs / OCBs	233,460	0.62
d. Any Other (Please specify)		
-Trust	8,874	0.02
-GDR	50,420	0.13
Berjis Desai (Escrow Agent between SSI Limited and Aptech Investments)	3,351,000	8.90
Marganta Textiles Pvt. Ltd. (Account holder and Partner of Aptech Investments)	3,600,000	9.57
Foreign National	120	0.00
Sub-Total	24,417,998	64.88
GRAND TOTAL	37,633,357	100.00

NOTE 1: *

A Share Purchase Agreement (hereinafter "SPA") has been entered into by SSI Ltd (hereinafter "Seller") with M/s. Aptech Investments (hereinafter referred as "Acquirer") on July 15, 2005. Pursuant to the SPA, the Seller has agreed to sell and the Acquirer has agreed to acquire 33,51,000 fully paid up equity shares of face value Rs. 10/- each (hereinafter "Sale shares") of Aptech Limited, (hereinafter "Aptech"), representing 10% of the then paid up equity share capital of Aptech, for cash at a price of Rs. 56 per fully paid-up equity share, upon the terms and conditions of the SPA.

In terms of the SPA, the parties have appointed Mr. Berjis M. Desai as the Escrow Agent (hereinafter "Escrow Agent") for the purpose of implementing the transactions contemplated in the SPA. The Acquirer has deposited the purchase price towards the aforesaid Sale Shares with the escrow Agent and the Seller has issued necessary instructions and documentation in relation to the Sale shares to the Escrow Agent whereby the Sale Shares would be held in an Escrow Account (hereinafter Escrow Account) with the Escrow Agent until the Acquirer completes all the formalities for the Open offer to be made in terms of the SEBI (Substantial Acquisition of Shares and TakeOver) Regulations, 1997 (hereinafter " SEBI Regulations").

The First Public announcement for the Open Offer followed by the Revised Public announcement was made by M/s. Aptech Investments on July 15, 2005 and September 19, 2005 respectively for making an open offer in compliance with the SEBI Regulations to acquire upto 20% of the fully diluted equity voting capital of Aptech. The said Offer opened on September 27, 2005 and was closed on October 17, 2005.

Upon completion of the Open offer formalities, M/s. Aptech Investments would become Promoter of Aptech within the meaning of Regulation 2(1)(h) of the SEBI Regulations.

Further, the Acquirer had agreed to subscribe to additional equity shares and warrants of Aptech to be issued on preferential basis and accordingly, in terms of Chapter XIII of SEBI Guidelines and in

accordance with the shareholder's approval granted on August 12, 2005, the Company has allotted on August 24, 2005, 36,00,000 fully paid up equity shares of the Company of face value Rs. 10/- each to M/s Aptech Investments and 3,00,000 fully paid up equity shares of the Company of face value Rs.10/- each to Mr. Alok Agarwal at a price of Rs. 56 per share and 36,00,000 convertible warrants ("Warrants") to M/s Aptech Investments, each Warrant convertible at the sole option of the holder any time before the expiry of 18 months from its allotment, into 1 fully paid up equity share of Aptech of face value Rs.10/- , at a price of Rs. 56 per Warrant.

The Company has allotted 1,37,640 fully paid up equity shares of face value Rs. 10/- each on July 19, 2005 and 86,280 fully paid up equity shares of face value Rs. 10/- each on September 23, 2005 respectively, to the eligible employees who had exercised the stock options (hereinafter ESOP) granted to them by the Company , in terms of the Aptech Equity Option Plan , 2004.