



NOTICE

IMPORTANT COMMUNICATION TO SHAREHOLDERS:

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with their Depository through their concerned Depository Participants as early as possible. Members who have provided their E-mail addresses desire to receive physical copy of the aforesaid documents as well as those members who hold shares in physical form would like to receive the aforesaid documents by E-mail are requested to inform the Company's Registrar and Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. at their E-mail id "sharepro@shareproservices.com."

NOTICE is hereby given that the Twelfth Annual General Meeting of APTECH LIMITED will be held on Friday, 20th July, 2012 at "M C Ghia Hall", Suryodaya Banquets Pvt. Ltd., 18/20, 4th Floor, Bhogilal Hargovindas Building, K. Dubhash Marg, Kalaghoda, Behind Prince of Wales Museum, Fort, Mumbai – 400 001 at 4.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2012, the Balance Sheet as at that date and the Report of the Directors and Auditors thereon;
2. To declare a dividend for the financial year ended 31st March, 2012.
3. To appoint a Director in place of Mr. C.Y. Pal who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajiv Agarwal who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Asit Koticha who retires by rotation and being eligible offers himself for re-appointment.
6. 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 and the Statutory Auditors payable in connection with the audit of the Accounts of the Company for the next financial year.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. In order to be valid, proxies duly stamped, should be lodged with the Company at its Registered Office not later than 48 hours before the commencement of the Meeting.
3. Corporate members are required to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13th July, 2012 to Friday, 20th July, 2012 both days inclusive for ascertaining the names of the shareholders to whom the dividend, if declared, will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
5. Members/Proxies should bring the Attendance Slip, duly filled in for attending the meeting and are also requested to bring their copies of the Annual Report.

6. As required under Clause 49 of the Listing Agreement particulars of Directors seeking re-appointment/appointment are annexed to this notice below.
7. As permissible under Section 219(1)(b)(iv) of the Companies Act, 1956, particulars of employees pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975, are not given in the Annual Report. The said particulars are made available at the Registered Office of the Company. The Members desirous of obtaining the same may write to the Company Secretary at the Registered Office of the Company.
8. Those Members who have so far not encashed their dividend warrants in respect of the dividend declared for the period/year ended 31st March, 2010, 31st March, 2011 and interim dividend declared during the year 2011–2012 may approach the Company or Registrar and Share Transfer Agents for the payment thereof.
9. Members holding shares in physical form are requested to intimate to the Company's Registrar and Share Transfer Agents, M/s. Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072 the following:
 - a) Change in their address, if any, along with the pin code.
 - b) Request for consolidation of shareholdings in one account if share certificates are held in multiple accounts or joint accounts in identical order of names.
10. Members holding shares in dematerialized mode are requested to intimate changes if any in their addresses along with pin code to their Depository Participants.
11. Members are requested to send in their queries at least 10 days in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.

By Order of the Board of Directors

Ketan H. Shah

Group Company Secretary

Place : Mumbai

Date : 14th June, 2012

**Details of the Directors seeking appointment/re-appointment at this Annual General Meeting
(in pursuance of Clause 49 of the Listing Agreement)**

Name of the Director	Mr. C. Y. Pal	Mr. Rajiv Agarwal	Mr. Asit Koticha
Date of Birth	6th March, 1937	28th March, 1971	14th June, 1958
Date of Appointment	5th January, 2004	29th October, 2006	28th October, 2005
Areas of Expertise	General Management	Strategy & Operations Consulting Services	Asset Management Broking and Investment Banking
List of other public companies incorporated in India in which directorships held as on 31st March, 2012	1. United Breweries Ltd. 2. Shriram Pistons & Rings Ltd. 3. Induri Farms Ltd. 4. Maya Entertainment Ltd.	1. Viceroy Hotels Ltd. 2. John Energy Ltd. 3. Concord Biotech Ltd.	Nil
List of Chairmanships / memberships of committees of the board of other public Companies incorporated in India in which directorships held as on 31st March, 2012	United Breweries Ltd. - Audit Committee (Chairman) - Remuneration Committee (Member) Shriram Pistons & Rings Ltd. - Audit Committee (Member) - Remuneration Committee (Member)	Nil	Nil
No. of shares held in the Company prior to the date of appointment/re-appointment	50,000 equity shares	8,100 equity shares	Nil

