



APLAB LIMITED

(CIN: L99999MH1964PLC013018)

Registered Office: Plot No. 12, TTC Industrial Estate, Thane Belapur Road

Digha, Navi Mumbai – 400 708, Maharashtra, India.

Telephone: 9820257520/9820542586

Website: www.aplab.com; E-mail: shares@aplab.com.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extraordinary General Meeting ('EGM') of the Members of Aplab Limited will be held on Tuesday, July 23, 2024, at 11:30A.M.(IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the Special Businesses as mentioned below:

SPECIAL BUSINESSES:

1. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution

RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee of the Board and approval of the Board of Directors through its resolution dated April 25, 2024 and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 as amended ('Act'), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded for the appointment and terms of remuneration of Mrs Amrita P Deodhar(DIN: 00538573) who has completed 79 years of age as Whole-time Director designated as Chairperson and Managing Director of the Company for a period of 3 years with effect from April 25, 2024 to April 24, 2027 on the following terms and conditions:

Salary: Nil

RESOLVED FURTHER THAT Mrs. Amrita P. Deodhar (DIN:00538573) shall be entitled to perquisites, allowance and other benefits as per the rules of the Company subject to the applicable laws and as set out in the explanatory statement.

RESOLVED FURTHER THAT if in any financial year during her tenure of appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mrs. Amrita P. Deodhar (DIN: 00538573) the remuneration by way of perquisites, allowances and other benefits as specified as a minimum remuneration, subject however to the limits and conditions specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mrs. Amrita P. Deodhar, Chairperson & Managing Director (DIN:00538573) shall perform such duties as entrusted to her from time to time, subject to the supervision and control of the Board of Directors.

RESOLVED FURTHER THAT Mrs. Amrita P Deodhar shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary or desirable steps to give effect to this resolution and enhance the remuneration payable to Mrs. Amrita P. Deodhar in future on improvement of Company's performance within the permissible limits of Schedule V of the Companies Act, 2013."

2. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 149, 150,152 and such other applicable provisions if any of the Companies Act, 2013 (“Act”) and the rules framed thereunder, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time Miss. Uma Balakrishnan (DIN: 07066021) who was appointed as an Independent Director of the Company by the Board of Directors (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from 25th April, 2024 pursuant to the provisions of section 161(1) of the Act and Articles of Association of the company and in respect of whom the company has received notice in writing pursuant to the provisions of section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the company be and is hereby appointed as an Independent Director (Non-Executive) of the Company not liable to retire by rotation to hold office for a first term of consecutive five years up to April 24, 2029

RESOLVED FURTHER THAT the Board (including its Committee thereof) and/or the Company Secretary of the Company be and hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Place: Navi Mumbai
Date: June 25, 2024

By order of the Board of Directors
For Aplab Limited

Rajesh K. Deherkar
CFO & Company Secretary
(Membership No. A10783)

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business to be transacted at the EGM is annexed hereto.
2. Pursuant to the provisions of the Companies Act, 2013; a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the EGM is being held through VC / OAVM facility pursuant to provisions of the MCA Circular No. 14/2020 dated 8th April, 2020 and the SEBI Circular, the facility to appoint a proxy to attend and cast vote for a member will not be available for the EGM. Accordingly, proxy form and attendance slip are not annexed to the Notice of EGM.
3. Members are requested to contact the Registrar and Share Transfer Agents for all matters connected with the Company’s shares at: M/s Adroit Corporate Services Pvt. Ltd.,17-20, Jaferbhoy Industrial Estate,1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059. Tel : 42270400/ 28594060 Fax : 28503748
4. Members are requested to notify immediately on any change, if any, in their address/mandate/bank details to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company or Company’s Registrar & Share Transfer Agents in respect of their physical share folios.
5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining

their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent or to the Company.

6. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which with effect from April 1, 2019 securities can be transferred only in dematerialized form. Transfer of securities in dematerialized form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risk associated with physical shares.

7. The Company has already transferred, all unclaimed dividend declared up to the financial year ended 31st March, 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those shareholders who have so far not claimed their dividend up to the year ended 31st March, 1994 may submit their claim to the Registrar of Companies, Maharashtra, CGO Complex, 2nd Floor, CBD, Belapur in the prescribed form.

8. Pursuant to the provision of the Companies Act, 2013, as amended, dividend for the financial year ended 31st March, 1995 and thereafter, which remain unpaid or unclaimed for a period of 7 years is to be transferred to the Investor Education and Protection Fund of the Central Government. Accordingly, Dividend for the year ended 31st March, 1995, 31st March, 1996, 31st March, 1997, 31st March, 2003, 31st March, 2004, 31st March, 2005, 31st March, 2006, 31st March, 2007, 31st March, 2008 and 31st March, 2009 have already been transferred to the Investor Education and Protection Fund of the Central Government.

9. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

10. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

11. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

12. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13,

2020 and May 05, 2020 the Company is providing facility of remote eVoting to its Members in respect of the business to be transacted at the EGM . For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.aplab.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

15. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

16. Speaker Registration for the EGM: A Member, who wish to ask questions or express views at the EGM, may register with the Company as a 'Speaker' by sending a request by providing full name, DP ID and Client ID / Folio Number and contact number from the registered e-mail ID to shares@aplab.com at least seven days in advance. A Member, who has registered with the Company as a speaker, will be allowed to ask questions or express views at the EGM. For smooth conduct of proceedings of the EGM, Members may note that the Company reserves the right to restrict number of questions and speakers during the EGM depending upon availability of time.

17. Mrs. Rama Subramanian, Practising Company Secretary having ACS 15923 and COP No. 10964 has been appointed as scrutinizer for providing facility to the members of the company to scrutinize the remote e-voting process in a fair and transparent manner.

18. The Scrutinizer will submit her report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the remote e-voting process will be announced by the Chairman, or such person as authorized, within 2 (two) working days from the conclusion of the e-voting period. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, the 20th July, 2024 at 9.00 A.M. and ends on Monday, the 22nd July, 2024 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12th July 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th July 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

| | |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|--|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID |

| | |
|--|---|
| | For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meetings on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rama@csrama.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sagar Gudhate at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

- scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shares@aplab.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shares@aplab.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode**.
 3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shares@aplab.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Based on the recommendation of Nomination and Remuneration Committee, the Board of the Directors of the Company ("Board") at its meeting held on 25th April 2024 had appointed Mrs. Amrita P. Deodhar (DIN: 00538573) who has completed the age of 79 years as Whole-time Director of the Company designated as Chairperson & Managing Director for a term of 3 (three) years effective from 25th April, 2024 not liable to retire by rotation, subject to approval of the shareholders of the company.

Further in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment whichever is earlier.

- The terms and conditions of his appointment are as follows:

| Details | Proposed |
|----------------------------|-----------------------------|
| Period | 25.04.2024 to 24.04.2027 |
| Salary | Nil |
| Perquisites : | |
| Club Fees | Fees – Maximum 2 Clubs |
| Drivers Salary | As per rules of the company |
| Personal Accident/Medicaid | As per rules of the company |
| Other Benefits: | |
| Earned/Privilege Leave | As per rules of the company |
| PF & superannuation Fund | As per rules of the company |
| Gratuity | As per rules of the company |
| Leave Encashment | As per rules of the company |
| Other Statutory Benefits | As applicable |

- The agreement executed between the Company and Mrs. Amrita P. Deodhar (DIN: 00538573) may be terminated by either party by giving three months' notice in writing of such termination.
- Mrs. Amrita P. Deodhar (DIN: 00538573) shall perform such duties as shall from time to time be entrusted to her, subject to the superintendence, guidance and control of the Board of Directors, and he shall perform such other duties as shall from time to time be entrusted to him by the Board of Directors.
- The Board be and is hereby authorized to enhance the remuneration payable to Mrs. Amrita P. Deodhar in future on improvement of Company's performance within the permissible limits of Schedule V of the Companies Act, 2013."

STATEMENT AS PER SCHEDULE V OF THE COMPANIES ACT, 2013.

1. GENERAL INFORMATION

- Nature of Industry – Manufacturing Professional Electronic Equipment

- II. Date or expected date of commencement of commercial production - Not Applicable. The Company was incorporated and commenced its business on 30th September 1964. The Corporate Identity Number (CIN) of the Company is L99999MH1964PLC013018.
- III. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable

Financial performance based on Standalone Audited Accounts for the years ended –

(Rs. in Lacs)

| Particulars | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|--|----------------|----------------|----------------|
| Gross Turnover & Other Income | 5032.17 | 5195.72 | 5169.68 |
| Net profit/(loss) after tax as per Statement of Profit & Loss | 79.92 | 20.47 | 17.23 |
| Computation of Net Profit/(Loss) in accordance with Section 198 of the Companies Act, 2013 | 79.92 | 20.47 | 17.23 |
| Net Worth | 1012.63 | -1981.43 | -2076.36 |

Foreign investments or collaborators, if any – Nil

2. INFORMATION ABOUT THE APPOINTEE:

- I. Background details – Mrs. Amrita Deodhar, belonging to the Promoter Group is a commerce graduate of 1967. She is a successful entrepreneur for over four decades having set up Electronic Manufacturing Unit in SEEPZ in 1975.
- II. Past Remuneration – Not Applicable
- III. Recognition or awards – Not Applicable
- IV. Job profile and his suitability - She brings to Aplab her long experience in building business ventures and making them commercial successes.
- V. Remuneration proposed –
Salary
Basic Salary - Nil

Perquisites consist of - Club Fees, Drivers Salary, Personal Accident/Mediclaim

- Sitting Fees
The Chairperson and Managing Director shall not be paid any sitting fees for attending any meetings of the Board /Committee(s) / General Meeting(s) etc.
- General
The CMD shall be subject to other service conditions, rules and regulations of the Company as may be prescribed from time to time.

- VI. The proposed remuneration compares well with industry practices, size of the Company and individual profile.
- VII. Mrs. Amrita P. Deodhar holds 64,04,364 shares comprising 57.75% of the company.
- VIII. Mrs Amrita P. Deodhar is not related to any director of the Company.

3. OTHER INFORMATION

- I. Reasons of loss or inadequate profits – Not Applicable
- II. Steps taken or proposed to be taken for improvement – Not Applicable
- III. Expected increase in productivity and profits in measurable terms – Improvement in performance is a continuous activity in the organisation.

The terms and conditions for appointment of Mrs. Amrita P. Deodhar as Whole-time Director designated as Chairperson & Managing Director of the company shall be open for inspection by the members at the registered office of the company during normal business hours on any working till the date of EGM.

Other details of Mrs. Amrita P. Deodhar are provided in annexure to the notice pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolutions as set out in Item No. 1 of this notice for approval by the members of the company as the rich experience and the vast knowledge she brings with her would benefit the company. She is a successful entrepreneur for over four decades having set up Electronic Manufacturing Unit etc.

Mrs. Amrita P. Deodhar is deemed to be interested in the resolution relating to her appointment. None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution as set out in the item no. 1 of the notice.

Item No. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of the Directors of the Company (“Board”) at its meeting held on 25th April 2024 had appointed Miss. Uma Balakrishnan (DIN: 07066021) as Independent Director of the Company for a first term of 5 (five) years effective from 25th April 2024 not liable to retire by rotation, subject to approval of the shareholders of the company.

Further in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Miss. Uma Balakrishnan

- i) Consents in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & qualification of Directors) Rules, 2014
- ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that they are not disqualified under Section 164(2) of the Act and
- iii) A declaration to the effect that they meet the criteria of Independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

Miss. Uma Balakrishnan does not hold any equity shares of the company. The Company also received a Notice under Section 160 of the Act from a member proposing candidature of Miss. Uma Balakrishnan for the office of Directors of the company.

Brief profile of Miss. Uma Balakrishnan is as under:

Miss Uma Balakrishnan has done her graduation in Commerce and has an MBA (Finance) from Mumbai University.

She has over 25 years of Finance experience having handled various facets of Finance, Accounting and Management across different industries. She was responsible for Corporate Planning & MIS, Budgeting, Process Improvement, Financial & Operations Management, Business & Financial Restructuring, Mergers & Acquisitions. She has a track record of streamlining operations, facilitating and executing new projects and initiatives.

She has worked with Crompton Greaves Limited, Jabil Circuit India Limited (subsidiary of Jabil Inc), Hindustan Construction Company Limited and Quinnox where she has held Senior Management & Leadership Positions and has been part of Corporate Management Committees.

She is not Director in any company.

The terms and conditions for appointment of Miss. Uma Balakrishnan as Independent Director of the company shall be open for inspection by the members at the registered office of the company during normal business hours on any working till the date of EGM.

Other details of Miss. Uma Balakrishnan are provided in annexure to the notice pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolution as set out in Item No. 2 of this notice for approval by the members of the company as the rich experience and the vast knowledge she brings with her would benefit the company. She has a track record of streamlining operations, facilitating and executing new projects and initiatives etc.

Miss. Uma Balakrishnan is deemed to be interested in the resolution relating to her appointment. None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution as set out in the item no. 2 of the notice.

Place: Navi Mumbai
Date: June 25, 2024

By order of the Board of Directors
For Aplab Limited

Rajesh K. Deherkar
CFO & Company Secretary
(Membership No. A10783)

ANNEXURE TO ITEMS NO. 1 & 2 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Extra-ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

| Name | Mrs. Amrita P. Deodhar | Miss. Uma Balakrishnan |
|---|--|--|
| Director Identification Number (DIN) | 00538573 | 07066021 |
| Designation | Chairperson & Managing Director | Independent Director |
| Date of Birth | 8 th June, 1945 | 10 th January, 1965 |
| Nationality | Indian | Indian |
| Date of appointment on the Board (Original) | 28 th September, 2012 | 25 th April, 2024 |
| Shares held as on date | 64,04,364 shares | Nil |
| Qualifications | Commerce Graduate | Graduation in Commerce and MBA (Finance) from Mumbai University. |
| Expertise in specific functional areas | She is a successful entrepreneur for over four decades having set up Electronic Manufacturing Unit | Corporate Planning & MIS, Budgeting, Process Improvement, Financial & Operations Management, Business & Financial Restructuring, Mergers & Acquisitions. |
| Terms and Conditions of Appointment/re-appointment | Appointed for 3 years w.e.f. 25 th April 2024. | Appointed for 5 years w.e.f. 25 th April 2024. |
| Details of Remuneration sought to be paid | Nil | Only Sitting Fee |
| Remuneration last drawn | Not Applicable | Not Applicable |
| Number of Meetings of the Board attended | 6 (Six) | None |
| Name of listed entities in which board position currently held | None | None |
| Name of listed entities from which the person has resigned in the past three years | None | None |
| Directorship held in other companies (excluding foreign companies) | None | None |
| Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee) | None | Member-Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee in Aplab Limited. |
| Relationship between Directors/ Key Management Personnel and their relatives | Promoter Group | None |