



NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of Aplab Limited (CIN: L99999MH1964PLC013018) will be held on Tuesday, the 14th May 2019 at 12:30 p.m. at Woodland Retreat, L.B.S Marg, Near Mulund Check Naka, Thane (West) – 400604 to transact the following business:

SPECIAL BUSINESS:

Reclassification of the Status of Promoter Shareholding into Public Shareholding

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “**Listing Regulations**”) including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of Listing Regulations and other applicable laws, subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of Company be and is hereby accorded to re-classify **ZEE Entertainment Enterprises Limited** holding 4,75,000 equity shares of Rs 10 each of the Company comprising 9.50% of the paid capital of the Company (hereinafter referred to as “**applicant**”) forming part of the Promoter Group from “Promoter and Promoter Group Category” to “Public Category”.

RESOLVED FURTHER THAT that the applicant seeking re-classification and persons related to the applicant [as defined under sub-clauses (ii), (iii) and (iv) of clause (pp) of sub-regulation (1) of regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018] seeking re-classification shall not:

- (i) together, hold more than ten percent of the total voting rights in the Company;
- (ii) exercise control over the affairs of the Company directly or indirectly;
- (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) be represented on the board of directors (including not having a nominee director) of the Company;
- (v) act as a key managerial person in the Company;
- (vi) be a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines;
- (vii) be a fugitive economic offender.

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Rajesh K. Deherkar, Company Secretary and Finance Controller (ACS Membership Number: A10783) be and is hereby authorized to submit the application for reclassification to the SEBI Board, Stock Exchange, wherein the securities of the company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Rajesh K. Deherkar, Company Secretary and Finance Controller (ACS Membership No.: A10783) of the Company be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

Date: February 13, 2019
Place: Thane

Rajesh K. Deherkar
Company Secretary &
Finance Controller
(ACS Membership No. A10783)

Registered Office:

Aplab House,
Plot No. A-5,
Wagle Industrial Estate
Thane 400 604

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than 10 (ten) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
2. The instrument of Proxy in order to be effective should be deposited at the Registered Office of the company duly completed and signed at least 48 hours prior to the time fixed for the meeting. Proxies submitted on behalf of the companies, societies etc must be supported by an appropriate resolution/authority as applicable.
3. Corporate members intending to send the Authorized Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company a certified copy of the Board Resolution authorizing their Representatives to attend and vote on their behalf at the Meeting.
4. Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of the Notice.
5. The Record Date for the purpose of ascertaining the members who will be entitled to vote on the resolution shall be Friday, 3rd May 2019.

6. 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: 28594060 / 28594442 / 28594428 Fax: 28503748
7. 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.
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in 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.
9. Members who would like to ask any questions about the proposed resolution are requested to send their questions to Registered Office of the Company at least 10 days before the Extraordinary General Meeting to enable the Company to answer the questions satisfactorily.

10. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 9th May 2019 (9.00 am) and ends on 13th May 2019 (5.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd May 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 demit 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. Your password details 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 digits 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, your 'initial password' is communicated to you on your postal address.
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 demit 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.
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.

Details on Step 2 are given below:
How to cast your vote electronically on NSDL e-Voting system?

 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting, then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. 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.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Information:

- a. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of 3rd May 2019.
- b. After despatch of Notice, any person acquiring shares of the Company and becoming a member of the Company and holding shares as of the cut-off date i.e. 3rd May 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
- c. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
- e. Mrs. Rama Subramanian, Practising Company Secretary having ACS 15923 and COP No. 10964 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- f. The Chairman shall, at the EGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

- g. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- h. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. www.aplab.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015"), as amended effective 16th November 2018, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholder subject to fulfilment of conditions provided therein.

The Company had received a letter from the following entity falling under the category of "Promoters / Promoter Group" of the Company requesting to be re-classified from the category of "Promoters / Promoter Group" to "Public Category":

Sr. No.	Name of Entity	No. of Equity shares held	% of Total Equity Share Capital
1	Zee Entertainment Enterprises Limited	4,75,000	9.50

In view of application received from the above entity and in consideration with the proper compliance of Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at its meeting held on February 13, 2019, has considered the application for re-classification received by the company as above from Promoter Group Category to Public Category subject to approval by the members, SEBI Board, Stock Exchange or any other regulatory body as may required.

The Company entered into a Termination Agreement (hereinafter referred to as "The Agreement") with the aforesaid applicant and with the other promoter (hereinafter referred to as "Deodhar Group") and the Board of Directors of the Company has considered and approved the Agreement at its meeting held on February 9, 2018 to terminate the two (2) earlier Agreements entered into between the Company, applicant and Deodhar Group, viz., Shareholders Agreement executed on May 29, 2000 and Supplementary Agreement executed on February 18, 2012 to amend the earlier Shareholders Agreement

With the execution of the Agreement, the aforesaid applicant does not exercise any control over the Company and is not engaged in the management of the Company. Also, the aforesaid applicant neither has any representation on the Board of Directors of the Company nor holds any Key Management Personnel position in the Company. Further, the aforesaid entity does not have any veto rights or special rights as to voting power or control of the Company. Therefore, the Board hereby recommends to the members, the re-classification of status of its shareholding from Promoters to Public.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

The shareholding pattern of the Company before and after the proposed reclassification is furnished below:

Before proposed reclassification			After proposed reclassification		
Category	Number of shares	Percentage of share capital	Category	Number of shares	Percentage of share capital
Promoter	29,48,351	58.97	Promoter	24,73,351	49.47
Public	20,51,649	41.03	Public	25,26,649	50.53
Total	50,00,000	100.00	Total	50,00,000	100.00

Your Directors recommend the passing of the Resolution in the Notice as an ORDINARY RESOLUTION.

None of the Directors/ Key Managerial Personal of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the Notice except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For **Aplab Limited**

Date: February 13, 2019
Place: Thane

Rajesh K. Deherkar
Company Secretary &
Finance Controller
(ACS Membership No. A10783)

Registered Office:
Aplab House, Plot No. A-5,
Wagle Industrial Estate, Thane 400 604



APLAB LIMITED

[CIN:L99999MH1964PLC013018]

Regd. Office: A-5, Aplab House, Wagle Estate, Thane - 400 604

Email: shares@aplab.com, Website: www.aplab.com Tel.: 022 67395588, Fax: 022-25823137

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Venue)

Folio No.:

DPID:

Client ID:

No. of Shares:

Name of the attending member (in block letters)

(Name of the proxy attending the meeting)

I hereby record my presence at the Extra-ordinary General Meeting of the Company to be held on Tuesday, the 14th May, 2019 at 12.30 p.m. at Woodland Retreat, L.B.S Marg, Near Mulund Checknaka, Thane (West) – 400 604

Members/Proxy Signature

Notes:

1. Interested joint members may obtain attendance slips from the Registered Office of the Company.
2. Members/Joint Members/Proxies are requested to bring the attendance slip with them.
3. Duplicate slip will not be issued at the entrance of the auditorium.



FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

APLAB LIMITED

(CIN:L99999MH1964PLC013018)

Regd. Office: A-5, Aplab House, Wagle Estate, Thane – 400 604

Email: shares@aplab.com ; Website: www.aplab.com; Tel: 022-67395588, Fax: 022-25823137

Name of the member(s)
Registered address
E-mail ID
Folio/DP ID-Client ID No.

I/We being the member(s) of Aplab Limited holding _____ shares of the above named Company hereby appoint:

1. Name _____
Address _____
E-maid ID _____ Signature _____ or failing him/her
2. Name _____
Address _____
E-maid ID _____ Signature _____ or failing him/her
3. Name _____
Address _____
E-maid ID _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, 14th May 2019 at 12.30 p.m. at Woodland Retreat, L.B.S Marg, Near Mulund Check Naka, Thane (West) – 400604 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	For (Assent)	Against (Dissent)
1	Reclassification of the Status of Promoter Shareholding into Public Shareholding		

Signed this _____ day of _____, 2019

Signature of shareholder (s) _____

Signature of Proxy holder(s) _____



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting .
3. It is optional to put an "X" in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.