# APTONLNE LIMITED

*(formerly known as APOnline Limited)*
*Joint venture of TCS Ltd. and State Government*

**CIN:** U75142TG2002PLC039671
**Registered Office:** STP Block, SGA-Z4 Synergy Park (Non-SEZ)
Campus Opp DLF Cybercity Gachibowli, Hyderabad 500032
**Phone:** +91 406166 00135| **E-mail:** info@aptonline.in
**Website:** https://aptonline.in/


## NOTICE

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of APTOnline Limited will be through video conferencing ('VC')/ other audio-visual means ('OAVM'), on Friday 7th day of August 2026 at 4.00 p.m. to transact the following business:

### ORDINARY BUSINESS

1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2) To declare a Final Dividend on Equity Shares for the financial year 2025-26.

3) To appoint a Director in place of Mr. Veluga Rajanna (DIN 01280277), who retires by rotation, and being eligible offers himself for reappointment.

### SPECIAL BUSINESS

4) Appointment of Mr. Mallavarapu Surya Teja (DIN 11281456) as a Director of the Company

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   **"RESOLVED THAT** Mr. Mallavarapu Surya Teja (DIN 11281456) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 13, 2025 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

   **"RESOLVED FURTHER THAT** any of the Director of the Company, be and is hereby authorized to file all the necessary forms with the Registrar of Companies and shall make necessary entries in the registers as specified under the Act and shall execute all the necessary acts, deeds and things as may duly require under the prescribed time limit to give effect to the aforementioned resolution."

## NOTES:

1. The Ministry of Corporate Affairs ("MCA") The Ministry of Corporate Affairs ("MCA") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. *[General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to "Clarification on holding of AGM through VC/OAVM, collectively referred to as "MCA Circulars"]*

2. The relevant details with respect to "Director seeking re-appointment at this AGM" are also provided as **Annexure A**. *[Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]*

3. The Notice of the AGM along with the Annual Report and the link to attend the AGM along with the Integrated Annual Report for FY 2025-26 being sent by electronic mode to those Members whose e-mail addresses are registered with the Company. A copy of the notice is also displayed on the website of the Company at https://aptonline.in/. *[Latest MCA Circulars]*

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip, and route map of AGM are not annexed to this Notice.

5. Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board resolution authorizing its representative to attend the AGM through VC/ OAVM at the designated email address of the Company (info@aptonline.in).

6. The Meeting is being convened at a shorter notice, after obtaining the consent, of the Members of the Company, pursuant to the provisions of Section 101 of the Act.

7. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. *[Latest MCA Circulars]*

8. At the AGM, in case poll on any item is required, the Members shall cast their votes only by sending emails through their email addresses which are registered with the Company / Depository Participants. The said emails should be sent only to the aforementioned designated email address of the Company.

9. In case the shares are held in demat mode, the said documents and link sent at the e-mail address registered with the Depository Participants and in case the shares are held in physical mode, the said documents and link sent at the email address registered with

the Company.

10. All the relevant documents with respect to the AGM, including any information with regard to accounts, shall be made available through electronic mode. The Members can request the same at the designated email address mentioned aforesaid.

11. Members will be able to attend the AGM through VC / OAVM by clicking at the link: Join the meeting now

12. Facility for joining the AGM through VC/OAVM shall be open 15 minutes before the time scheduled for the AGM. Members who need assistance before or during the Annual General Meeting, may contact Mr. Sankalp Agarwal at sankalp.agarwal@tcs.com / +91 7021420610.

By Order of the Board of Directors

sd/-

**V Rajanna**
**Director**
**01280277**

April 30, 2026,
Hyderabad
**Registered Office:**
STP Block SGA-Z4
Synergy Park (Non-SEZ) Campus
Opp DLF Cybercity Gachibowli
Hyderabad 500032

## Explanatory Statement
## (Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (“Act”) the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice.

### Item No. 4:

Mr. Mallavarapu Surya Teja was appointed as an Additional Director of the Company with effect from October 13, 2025. As per the provisions of Section 161 of the Act, he holds office up to the date of forthcoming AGM of the Company and is eligible for appointment as Director. The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board of the Company.

The Board recommends the Ordinary Resolution as set out against this item in the notice, for the approval of the Members.

Except Mr. Mallavarapu Surya Teja and his relatives, none of the Directors of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out as Item No. 4 in this Notice.

**Annexure A**

## Details of Director Seeking re-appointment at the Annual General Meeting pursuant to Secretarial Standard -2 on General Meeting

| Particulars | Mr. Veluga Rajanna |
|---|---|
| **Date of Birth** | June 22, 1968 |
| **Date of first Appointment on the Board** | February 07, 2007 |
| **Directors Identification Number (DIN)** | 1280277 |
| **Nationality** | Indian |
| **Qualifications** | Masters in CS & Eng. |
| **Expertise in specific functional area** | He has wide experience in the IT industry spanning over 20 years. As President – Technology, Software & Services, TCS, he is a distinguished executive with over three decades of experience, having led several business units and regions within TCS. He was the first Chief Executive for TCS's foray into China. Over the years, with his strong customer-centric approach and solid execution capabilities, he has successfully steered large-scale transformation programs for TCS customers, driven strategic business growth, and delivered sustained results, while also contributing significantly to industry and academia to advance the broader business ecosystem. |
| **Directorships held in other Companies** | NIL |
| **Terms and Conditions of re-appointment** | NIL |
| **Number of Meetings of the Board attended during the year** | Four (04) |
| **Memberships/ Chairmanships of Committees of other Companies** | NIL |
| **Number of shares held in the Company** | NIL |

By Order of the Board of Directors

sd/-
**V Rajanna**
**Director**
**01280277**

April 30, 2026,
Hyderabad
**Registered Office:**
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