Unleash your potential

ANNUAL REPORT 2010-11

Aptech

Unleash your potential

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The 2D & 3D graphics used in this annual report have been created by the students of MAAC and Arena Animation.

CORPORATE INFORMATION

Board of Directors

Rakesh Jhunjhunwala
Chairman

C. Y. Pal
Vice Chairman

Ninad Karpe
Managing Director & CEO

Asit Koticha
Director

Pramod Khera
Director

Rajiv Agarwal
Director

Ramesh S. Damani
Director

Utpal Seth
Director

Vijay Aggarwal
Director

Walter Saldanha
Director

Yash Mahajan
Director

Group Company Secretary

Ketan H. Shah

Statutory Auditors

M/s. Khimji Kunverji & Company
Chartered Accountants,
Bombay Mutual Building, Suite 52,
Sir Phirozshah Mehta Road, Fort, Mumbai - 400 001.

Bankers

HDFC Bank
Trade World, 'A' Wing, 2nd Floor, Kamla Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Union Bank of India
Union Bank Bhavan, 239, 1st Floor, Vidhan Bhavan Marg,
Nariman Point, Mumbai - 400 021.

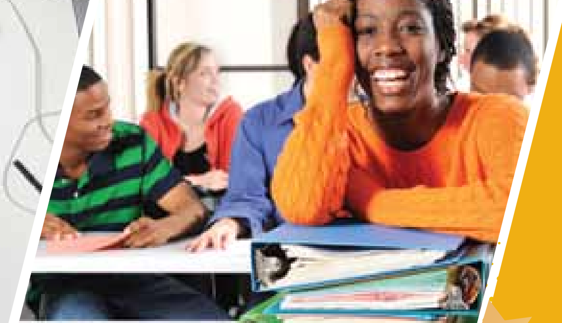
Axis Bank
Ahura Centre, 28, Mahakali Caves Road,
Andheri (E), Mumbai - 400 093.

Registered & Corporate Office

Aptech House, A - 65, M.I.D.C. Marol, Andheri (East),
Mumbai - 400 093.
Tel: +91 22 2827 2300 / 01 | Fax: +91 22 2827 2399
Email: investors_relations@aptech.ac.in

Registrar & Transfer Agents

Sharepro Services (India) Pvt. Ltd.
Unit: Aptech Limited
13 AB Samhita Warehousing Complex, 2nd Floor,
Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road,
Sakinaka, Andheri (East), Mumbai - 400 072.
Tel: +91 22 6772 0400 | Fax: +91 22 2859 1568
Email: sharepro@shareproservices.com



Unlocking potential that is vibrating with the enthusiasm of today's youth.

Unfolding potential that is pulsating with the excitement of learning new things.

Unbolting potential that is waiting to be tapped and let loose in new ways, every day.

Unleashing potential that is manifest in our new spirit, new focus, new approach and new identity.

UNLEASH YOUR POTENTIAL

At Aptech, it is our endeavour to unleash that potential which we know lies in each of our customers and within ourselves, and which we are continuously striving to bring out in new ways. Constantly aligning ourselves to the changing educational needs of today, we are perpetually transforming ourselves.

We are continuously striving to provide teaching systems and methodologies to create an education environment that is as fast-paced, modern and contemporary as the youth of today. And that enables our students to unleash their potential to the maximum. Helping them harness their individual talent and also aligning ourselves with the Government's efforts of reforming education to unleash the potential of the nation's youth.

Rooted in the ethos and ethics of yesteryears but vibrating with the spirit of the modern educational ecology, the Aptech of today is virtually a new entity. More vibrant, more youthful and more innovative, it is a transformed organization. Remodeling its business systems and realigning its vision to address the needs of the youth of today, Aptech has emerged as an organization that is ideally positioned to meet the challenges of the future.

NEW FOCUS. NEW IDENTITY.

Enhancing our potential to deliver growth

With individuals and enterprises becoming more focused on career education and specialized courses to meet the challenges of today's competitive environment, it is becoming imperative for companies operating in this important business sphere to consistently and continuously align themselves to the transforming needs of education.

Cognizant of this changing education environment and realizing the need to realign our philosophy, focus and approach to the new demands of teaching and learning, we, at Aptech, decided to go in for a change in our corporate identity during the year. As we move into the future of education with a new focus and renewed thrust, we do it on the wings of a corporate identity that is new, modern, youthful and contemporary in design. It is our endeavor, through our re-branding exercise, to connect with our students and stakeholders.

The new identity – a tiger's paw with a human imprint, indicative of the immense untapped potential in every human being - has laid the foundation for the strengthening of the Company's leadership position across the segments of its presence. The new, re-branded entity shall strive to enable students to unleash their latent potential through best-in-class career education and an all-inclusive, socially driven strategy.

An innovative product portfolio and an expanding global footprint lie at the heart of the re-branding strategy, which reflects what Aptech stands for and the value it has created over the last 25 years. It is a brand value that focuses on enhancement of students' employability by opening up for them a world of opportunities.

The Aptech of today goes beyond mere development of skill-sets to nurture the inherent innovativeness and abilities of students and to unleash their potential so as to help them evolve as successful individuals of tomorrow.


Aptech
Unleash your potential


PERSPECTIVES
Seminar

UNLEASHING POTENTIAL AMONG ASSOCIATES

From An Employee to An Entrepreneur

Amol S Ayare is an Aptech Computer Education franchisee operating in Borivali, Mumbai who decided to extend his experience of working with Aptech and encouragement given by the company to new frontiers of growth by opening an Aptech franchise centre. The journey from being an employee to an entrepreneur was a tough one but his understanding of the Aptech processes and systems proved to be a great help in handling the competition to the Aptech Computer Education brand which he markets.

Thinking India. Growing Vietnam

Pham Minh Tuan, a resident of Hanoi, Vietnam, has been associated with Aptech as a Business Partner for the last 10 years. From one Aptech Computer Education centre, he has grown his business now to 5 centres, across Vietnam, of Aptech Computer Education and Arena Animation. Inspired by the India story, and ambitious about following the Indian model in the software industry, he decided to set up his first centre to take his software industry experience to a new level of success. The support of Aptech representatives and staff proved to be a major boost for his business. Keen to further expand his flourishing business (Aprotrain Corp.), he feels Aptech courses give Vietnamese students the real skills needed for a job. "They need up-to-date skills and knowledge to succeed in this era of globalization", he says, and adds that these students make the right choice in coming to Aptech.

Changing Lives, Earning Respect

Suganya Arunmozhidevan shifted to this business from her other successful business after she saw the huge potential offered by Aptech in a place like Puducherry, where people respected education and educational institutions of repute. Her service-oriented franchise for Arena Animation has been nurtured and grown under the careful monitoring of Aptech officials and today offers a wide variety of courses to make a significant difference to the lives of students.

Dependability, Flexibility, Credibility and Profitability

Symbiosis is ranked 5th in the country, and known in India and abroad as one of the best educational institutes imparting quality education. Under its fold, The Symbiosis Centre for Distance Learning (SCDL) offers quality Distance Education. This distance education course reaches out to thousands of students in India and abroad.

"Conducting semester and year-end exams for students on this scale at the all-India level strained the Institutes time and human resources. Meticulous planning, printing question papers, co-ordinating with local colleges and deploying invigilators was required. A stringent pre-condition for the test was that different set of question papers were to be developed for the same exam such that no two students receive the same test," says Swati Mujumdar, Director of Symbiosis Centre for Distance Learning.

However, SCDL found just the right solution in Aptech. Starting in 2004, Aptech took all the exams online to ensure efficient administration. Flexibility in the system also enabled students select the day, time and venue to give the test. "Aptech not only took charge of the entire operation, it also ensured cost reduction by almost 40% and also maintained the credibility of the exam," concludes Ms. Majumdar.

UNLEASHING POTENTIAL AMONG STUDENTS

The India IT edge in Mongolia

Twenty one year old Esun-Erdene from Mongolia finds the IWP BSC-CA course really good. "Indian IT courses are the best in the world", he says, and feels the IWP course has been very useful in helping him gain knowledge. "Many people in Mongolia are now studying at Aptech", he reveals. He is confident that, with the IWP certificate, he shall be at an advantage as compared to other students in his country. He is keenly recommending the IWP course to other students.

To A Flying Start With Aptech

Sunil Kumar, a resident of Bengaluru, has recently completed his MBA in Aviation Management from the Aptech Aviation & Hospitality Academy centre in Jayanagar. With Masters in Aviation Management, he got through the Mumbai International Airport Limited (MIAL) interview and got a job. Currently working as Senior Executive in the Compliance and Quality Department at the Mumbai International Airport, he is confident of being promoted as Assistant Manager once his MBA results come in. He strongly recommends the course to people who are already in the aviation industry and want to get promoted.

Doing What You Love, Loving What You Do

25 year-old Vijayaraghavan Srinivasan of Chennai whose hobby was playing Video games, browsing the Internet and watching TV for hours together; was sure that the plain vanilla graduation course were just not his cup of tea. Pursuing his hobby, he wanted to specialize in gaming and opted for the Advanced Diploma in Multimedia at Arena. Through this course his creative interest was not only channelized well, he also got a placement before he completed his course at Arena. From an animator to a 3 D specialist and now heading the Game Art division at Gameshastra (a leading game studio), Srinivasan is raring to go and enjoying every bit of his career!

Flying High

Mohammed Sadeq, Operation Executive at GVK GA Terminal, CSIA Mumbai, has done his MBA in Aviation to enhance his qualifications and his growth prospects. Sadeq, who was earlier working for Kingfisher Airlines, finds that the course has not only benefited his qualification status but has helped him procure wide knowledge of the Aviation industry. A resident of Hyderabad, he says he got his new job on the basis of his additional qualification as well as his previous airlines experience. He recommends this course to all those people in the aviation industry who are really confident about their future and goals.

UNLEASHING POTENTIAL AMONG STUDENTS

MAAC

"MAAC has the best faculty & placements. Today, I am placed at the best VFX studio & all credit goes to my faculty. I recommend this great institution of hope & opportunities to students who want to be in this field."

IPSITA GUHA
Roto, Paint & Cleanup Artist
Prime Focus

Aptech Computer Education

"The staff and all members have been with us throughout the course, which is a great support. I thank each person who is a part of Aptech. The placement cell has provided me with immense guidance and opportunities."

JANHAVI KRISHNAMURTHY
Software Developer
Tech Tree IT Systems Pvt. Ltd.

Aptech Computer Education

"It is a landmark education centre, which provides path to the rural students to compete in the IT sector. Well done, Aptech Computer Education. The placement call has a tremendous repo and due to its strong placement network, lot of Aptech students are benefited and will be benefited in future."

VINAY B. DONGRE
Sr. Consultant – ERP
Synise Technology Pvt. Ltd.

Aptech Computer Education

"ACCP is a very good course which helped me in getting computer literate and knowledge of the latest technology. Education delivery and placement support is very helpful."

RITU DORA
Faculty – IT
RPM Institute

Aptech Computer Education

"Aptech changed my life positively. Thank you Aptech!"

S. DINESH
Hardware Executive
Dinesh Hardwares

Arena Animation

"Arena Animation institute is the best to learn animation, modeling, lighting, texturing, photoshop and many other softwares. Arena has so many contacts in Animation industries all over India, so you will get a good job 100%."

PANKAJ YESHOD
3D Artist
Hurix Systems

MAAC

"The platform which MAAC is providing as far as placements are concerned is the best part. The excellent workshops and seminars have been very helpful. All the trainers and staff were cooperative. "

MUKUL UPPAL
3D Animator
DQ Entertainment Ltd.

Arena Animation

"Excellent teaching helped me in all aspects, now I am more creative and confident."

K NARESH
3D Modeler, Animator
Indusray Software Solutions

MAAC

"Hard work is the road to success. Millions work hard but don't succeed. Right guidance in life is needed to achieve great heights. At MAAC, you receive the guidance and direction to attain success in the animation world."

ISHAN ANEJA
3D Artist
Pixion

CHAIRMAN'S LETTER

Dear Stakeholders,

A year ago, as we embarked on yet another phase of our growth odyssey, we did it on the platform of our objectives of Leadership, Scalability and Profitability. As I had mentioned in my last communication to you, the attainment of these objectives has turned out to be a challenging task. However, we find ourselves today better equipped to take on the challenges in this business than we were a year ago. On the back of our new corporate identity, which we have evolved through a more focused approach, we stand out as an education player more aligned and more connected to the youth of today.

Changing education market dynamics

Recent years have witnessed a major change in the education needs of the youth, with career education assuming greater significance than ever before. During 2010-11, while the formal sector continued to add capacity, many entrepreneurs also forayed into this space. As a result, greater options for students in terms of verticals and specialized programs, coupled with a shift towards recognized degree/diploma courses, marked the transforming education milieu.

Focus on consolidation

FY 2009-10, as you are all aware, was marked by a turnaround of our operations. We prudently utilized fiscal 2010-11 to consolidate the gains of the previous fiscal to build a strong platform for future growth.

Some key measures that we successfully undertook during 2010-11 were to:

- Establish leadership in Animation & Multimedia segment: we successfully integrated MAAC, which we had acquired at the end of 2009-10.
- Continue to expand in the domestic and international markets: we added 175 new centres in the domestic market and 29 in the international markets.
- Invest in Assessment & Testing Solutions: Testing business performed well in FY 2010-11 with a good growth in top-line and bottom-line.

Financial highlights

On the financial front, we reported a large jump in free cash flow from operations, which went up by 57.8% in 2010-11 as compared to 2009-10. Coupled with the ₹ 32.6 crore dividends received from BJB Career Education Co. Ltd. (Chinese entity where we hold 22.4% stake), we were able to completely retire our debts (₹ 23.8 crore at the end of 2009-10 and additional ₹ 11.4 crore from MAAC), and to declare a dividend of 25% for the FY2010-11. With the cash & cash equivalents (and current investments) of ₹ 57.1 crore, we are well prepared to invest in building existing business and explore growth opportunities.

Future growth

The prospects for the future are bright and conducive to growth and profitability for the Company and each of its stakeholders, who have partnered our growth towards success at every step. It is to these stakeholders, as well as our partners, allies, bankers, customers and employees that I dedicate this Annual Report.

Yours sincerely,

Rakesh Jhunjhunwala

UNLEASHING POTENTIAL THROUGH DIVERSIFIED PORTFOLIO

A multi-product, multi-geography global career company successfully filling the gap in the formal education space, Aptech operates in the career education segment in the domestic and overseas markets. Aptech's potential to deliver excellence spans its two main streams of business: Retail (Individual Training) and Corporate (Enterprise Business).

INDIVIDUAL TRAINING

IT Industry/Software Development

Media/Animation, VFX, Gaming etc.

IT Industry/Hardware & Network Management

Aviation & Hospitality / Airport Mgt, Hospitality Mgt, Cabin Crew

Media / Animation, Multimedia, Gaming etc.

Personal Development / English Language, Accent Neutralization

Under Individual Training, Aptech offers career and professional training in IT (Aptech Computer Education), Animation & Multimedia (Arena Animation & MAAC), Certified Hardware & Networking Training (Hardware & Networking Academy), Aviation, Hospitality and Travel & Tourism Training (Aviation & Hospitality Academy) and English Language Training (English Learning Academy). Aptech's brand presence extends across a wide range of courses, with placement assistance of the highest order; operational through 1300+ centres spread across 40+ countries. Operating on an asset-light model, more than 95% of these Aptech centres are franchisee centres.

With extensive presence in various regions of the country, Aptech's Individual Training business is well poised to capitalize on the India growth story. With Tier III cities and smaller towns accounting for 60% of Aptech's 846 centre strong domestic retail network, our pan India focus is clearly evident.

On the international front, Aptech's presence in major emerging economies makes it well placed to benefit from the global growth unleashed in the education sector. Having entrenched ourselves firmly across diverse geographies, we are now also on the right path to reach our strategic diversification goal of 50% Individual Training revenues (excluding MAAC) from International operations by FY2014-15, with the contribution from this business having already increased to 36% in FY2010-11 from 33% in previous financial year.

The Company's efforts to further deepen its penetration in India and globally will continue, moving forward. Going ahead, the Company is working on strategic expansion through addition of newer and better products (including newer verticals) under its existing brands, more aligned to the transforming needs of the day. Coupled with the positive growth prospects of end-user industries, the future for Aptech's Individual Training brands appears bright.

ENTERPRISE BUSINESS

Content Development

Aptech LEARNING SERVICES™
Unleash your potential

IT, English Language, Soft Skills and Product Trainings

Aptech TRAINING SOLUTIONS™
Unleash your potential

Assessment & Testing - Online & Web-Offline Proctored (WOP)

Aptech ASSESSMENT & TESTING SOLUTIONS™
Unleash your potential

Aptech's Enterprise Business is targeted at institutional clients, offering them with the complete gamut of Learning services, Assessment & Testing solutions and Training solutions. The Aptech Assessment and Testing Solutions, which provides proctored Computer Aided Assessment (CAA) service, has delivered a total of 5 million+ tests since inception, with 1.2 million+ tests in FY2010-11. Aptech Training Solutions division caters to training needs of institutions in IT and soft skills. It addresses the needs of a diverse set of verticals like IT, BFSI, Telecom, Automotive, Government, etc.

Moving forward, the Enterprise Business is poised to deliver on its promise of scalability, with FY2010-11 setting the foundation for further growth through increased adoption of CAA and increase in revenue and profitability.

UNLEASHING GLOBAL POTENTIAL

6.4 million students till date

System-wide booking of ₹ 54,603 Lac

Total income of ₹ 22,875 Lac

Networth of ₹ 27,485 Lac

510 employees

A pioneer in vocational IT and multimedia education, Aptech commenced operations in 1986 as an IT training and education business. The Company forayed into the international markets in 1993, when it also became the first Asian ISO 9001 Training Company. Since its inception, the Company has so far trained over 6.4 million students globally across 40+ countries in 5 continents.

Making rapid strides in the last 18 years to grow into a global powerhouse of education, Aptech's International Individual Training business is spread across the leading emerging economies of APAC, Africa, CIS, Middle East and Latin America, with leadership position in China, Vietnam, Russia and Nigeria. The Company's international retail network has a combined total of 459 centres across all Aptech brands (including China).

In addition to the retail network, Aptech also offers programs in IT, multimedia and English language training under the India Window Program (IWP – opportunity to study in India) and Indian Technical and Economic Cooperation (ITEC – sponsored by Government of India) program for international students.

As part of its strategic goal to raise the contribution of international markets to Individual Training revenue to 50%, we have identified a multi-pronged approach, which encompasses:

1. A Length (more countries), Breadth (more brands) and Depth (more centres) expansion strategy for international markets.

2. Forging of strategic alliances and partnerships with global and local players of repute, like our recent alliances with Microsoft, Middlesex University and SAP.

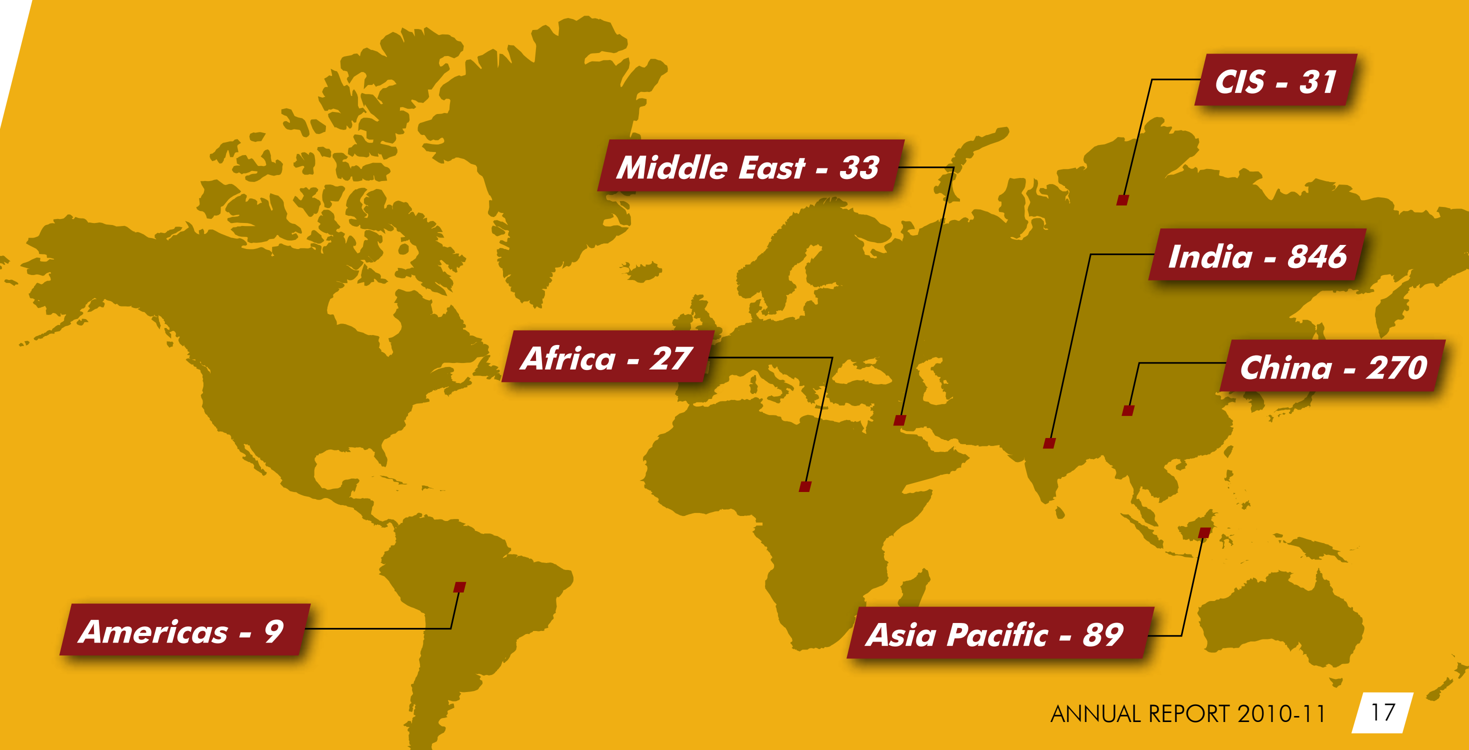
3. Willingness to invest in penetration of larger markets either through a Joint Venture or Strategic Investment route. We are now focusing on new business models of partnering with local education players.

Key developments and operational successes in FY 2010-11 across our significant international markets were

- Renewal of master franchise in Vietnam at significantly better terms of trade.
- Received government accreditation in Malaysia, which is essential to issue franchisee licenses and open training centres in the country. This clearance paved the way for setting up of the first international Aptech Aviation & Hospitality Academy centre in Q4 of FY 2010-11.
- Our Philippines own centre went live with a long term English training order from a local BPO.
- Significant orders for India Window Program of $375K from Maldives and $300K+ from Timor Leste.
- Six out of eight new English Learning Academy centres opened in the Middle East & Africa region.
- Revenues from Russia grew by 25% in FY 2010-11.

PAN-CONTINENTAL PRESENCE

5 continents. 40+countries. 1305 centres.



UNLEASHING POTENTIAL TO TOUCH NEW HEIGHTS

The year 2010-11 saw Aptech cross new milestones to expand and grow its presence across segments and geographies. Many important strategic initiatives were undertaken to provide us with the necessary platform to further leverage our diversified expertise and potential to scale new heights of success.

A glance at some of the initiatives that will enable us to unleash our potential for the future:

Acquisition of MAAC: Completed the process of increasing our stake to 100% in Maya Academy of Advanced Cinematics (MAAC), which we acquired in April 2010 to strengthen our position in the Animation and Multimedia training space. Having successfully integrated MAAC into Aptech, we are now engaged in transitioning MAAC accounting practices and systems, which will be completed in FY2011-12.

Strategic alliance with Microsoft: To enhance value for our students, we entered into strategic level global engagement with Microsoft, to integrate the licensed Microsoft educational content to Aptech curriculum. This will help aspiring IT professionals, software developers, businesses, and others, to gain skills and certifications on industry-relevant Microsoft technologies and products.

Pact with Middlesex University: With greater thrust on alliances, Aptech Computer Education, the flagship brand of Aptech Ltd., entered into an alliance with Middlesex University, whereby students completing their Aptech Certified Computer Professional (ACCP) course shall receive advanced entry to the final year of B.Sc. (Honours) at the London, Dubai or Mauritius campuses of Middlesex University. The alliance shall enable students to get dual certification from Aptech and Middlesex University.

Launch of new products: Aligning itself to its brand expansion strategy, Aptech launched several new products during the year. These included short-term career products, newer versions of our flagship career courses like ACCP and AAASP, and newer courses under all our brands.

Set to expand footprints in international markets: First international centre of Aptech Aviation & Hospitality Academy opened in Malaysia. We also set up overseas delivery outlets for Assessment & Testing Solutions in Malaysia, UK and Middle East during the year.

Strengthening organizational enablers: During the year, we inducted many senior level joinees such as heads of Enterprise Business, HR and Alliances to further help consolidate the leadership strength of the Company. Steps were also initiated during the year to integrate brand-specific manpower into single product agnostic structure for Individual Training business, in alignment with the new corporate brand.

Recertification on ISO 9001: 2008 standards for Aptech and ISO 27001 standards for (Aptech Assessment & Testing Solutions): The quality commitment of Aptech was further underlined by these certifications.

UNLEASHING POTENTIAL, SUCCESSFULLY

Aptech Vietnam won ICT GOLD MEDAL 2010 FOR HIGHEST TURNOVER (Category – Training) & Top ICT Training Cup from Ho Chi Minh Computer Association (HCA) for the 8th consecutive year (2003-2010)

Aptech Vietnam won award in the best ICT product category by PC World Vietnam for its contribution to IT training and education. This award is given on basis of the reader's votes; Aptech won 45% of popular vote.

Aptech's Learning Services division won the APEX® 2010 – Excellence Awards in two categories, viz. Educational & Training Electronic & Video Publications and Green Electronic & Video Publications

"Best in Category – Education" award at Franchise Awards 2010 organized by Franchise India

Aptech recognized as one of the Top 20 IT Training companies in the world by Trainingindustry.com

Popular Choice Award for Franchisor of the Year at the Franchise PLUS Awards 2010


The Members of Aptech Limited

Your Directors are pleased to present their Eleventh Annual Report on the business and operations of your Company and the Audited Financial Results for the year ended 31st March, 2011.

Snapshot of Financial Results

The financial results of the Company for the Accounting year ended 31st March, 2011 are presented below:

(₹ In lacs)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2011	15 month Period ended March 31, 2010	Year ended March 31, 2011	15 month Period ended March 31, 2010
Total Revenue	9,901.99	12,891.36	22,875.05	16,270.19
Total Expenditure	7,933.79	10,069.82	16,908.80	13,670.12
Profit Before Interest, Depreciation & Tax	1,968.20	2,821.54	5,966.25	2,600.07
Profit Before Exceptional Items, Depreciation & Tax	1,722.54	2,465.73	5,618.40	2,238.43
Profit Before Exceptional Items and tax	835.66	1,195.83	4,344.30	670.79
Total Exceptional Items	Nil	(10,730.05)	Nil	318.50
Profit / (Loss) Before Tax	835.66	11,925.88	4,344.30	989.29
Profit / (Loss) After Tax	788.79	8,643.43	4,293.82	(2,296.66)
Profit/(Loss) After Tax & Minority Interest	-	-	4,497.87	(2,234.57)

Operations Review

After the turnaround of operations in FY2009-10, the focus at Aptech in FY2010-11 was on consolidating the gains of FY2009-10 in order to build a strong platform for future growth. The launch of our new corporate identity and expansion of the Company's network have been important highlights of the year.

Favourable economic conditions along with the Company's strategic decision to draw synergies in operations across various product offerings have yielded excellent results. Aptech added a total of 204 new centres across all brands and regions in FY 2010-11. In the domestic market, the Company expanded into 43 new towns across the Country. Aptech added the first international centre of Aptech Aviation & Hospitality Academy in Malaysia. The Company also set up overseas delivery outlets for Assessment & Training Solutions in Malaysia, UK and Middle East during the year. The Company also launched the Aptech English Learning Academy internationally at 8 new locations. To aid the aggressive expansion of Aptech English Learning Academy internationally, the Company has commenced in-house development of English course content.

To enhance the value of offerings to our customers, the Company continued to launch new products which are even more industry relevant across brands and has also entered into several high-impact alliances including Microsoft, Middlesex University and SAP.

The year saw Aptech Assessment & Testing Solutions foray into the insurance sector. The Company was also shortlisted for NAC 2.0 tests by NASSCOM.

Students of Aptech continued to carve an edge for themselves, winning awards and accolades through their participation across various competitive industry events. CricX, a 3D animated film created by MAAC Creative Shop (MCS) – a collaboration of MAAC students with industry professionals – was aired on Disney Channel.

Dividend

Your Directors are pleased to recommend for your consideration a dividend of ₹ 2.50 per equity share of ₹ 10/- for the period ended 31st March, 2011.

Issue And Allotment Of Shares On Preferential Basis

Members of the Company would recall that in terms of the Share Purchase Agreement that was executed on 27th January 2010 between the Company, Maya Entertainment Limited (MEL) and shareholders of MEL, the Company had allotted 17,17,103 equity shares of ₹ 10/- each at a premium of ₹ 206/- per share to 19 shareholders of MEL on 6th April 2010. One of the shareholders of MEL viz, Bhukhanvala Holdings Private Limited (BHPL) who could not comply with SEBI guidelines was not allotted equity shares last year. On 22nd October 2010, the said BHPL was allotted 4,79,670 equity shares at a premium of ₹ 148/- per share in accordance with SEBI's ICD Regulations after receipt of shareholders' approval at the last annual general meeting.

Employees Stock Option Scheme (ESOS), 2006

Pursuant to the approval accorded by the Shareholders on September 16, 2006, your Company had formulated the Employee Stock Option Scheme (ESOS), 2006, (hereinafter the "Scheme") for the benefit of the employees of the Company and its subsidiaries and for the Non Executive Directors (NEDs). The said scheme is administered by the Compensation & Remuneration Committee of the Board which has been empowered to issue and allot equity shares not exceeding an overall limit of 15,00,000 equity shares under the Scheme which is valid for 7 years i.e. upto September 15, 2013.

Under the said scheme, so far 14,00,000 stock options comprising 13,00,000 stock options for employees and 1,00,000 stock options for NEDs was granted at an exercise price of ₹ 113/- per equity share. The stock options granted to eligible employees are performance linked options and have been granted with a vesting schedule spread over 4 years, accordingly the vesting period extends uptil 12, 24, 36 and 48 months respectively from the grant date. The exercise period is one year from the respective vesting date of the qualified vested options. The entire 1,00,000 stock options for NEDs has a vesting period of 12 months from the grant date and an exercise period of one year from the respective vesting date.

In accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter "SEBI guidelines"), the details in relation to the options granted, vested, exercised, lapsed etc. under ESOS, 2006 , as on 31st March, 2011, are given as under:

Description	ESOS 2006
Total Number of Options granted	1,32,625 options granted during the year.
Pricing formula/Exercise price	₹113/-
Number of Options vested	2,26,168
Number of Options exercised	24,314
Total No. of Shares allotted as a result of exercise of Options during the year	24,314
Number of Options lapsed	3,06,130
Variation of terms of Options	N.A.
Money realised by exercise of Options	₹ 27,47,482/-
Total Number of Options in force	4,21,331
Grant to Senior Managerial personnel	20,000
Grant to Non Executive Director under the Scheme	1,00,000 options for the financial period ended 31st March 2010 and 12,625 options for the financial year ended 31st March 2011
Employees who were granted 5% or more of the Total Number of Options granted during the year	None
Employees who were granted Options equal to or exceeding 1% of the issued capital of the Company at the time of grant	None
Diluted Earnings per Share pursuant to issue of shares on exercise of Option calculated in accordance with AS 20	₹ 1.52
Difference between the employee compensation cost computed using the intrinsic value of Stock Options and the employee compensation cost that shall have been recognised had the fair value of Options, being used.	₹ 4,770,795/-
Impact of this difference on profits of the Company	Negative
Impact of this difference on EPS of the Company	₹ 0.10
Weighted average exercise price; Weighted average fair value of Options for options whose exercise price either equals or exceeds or is less than the market price of the share.	₹ 113/- ₹ 150/-

Description	ESOS 2006
Description of the method and significant assumptions used during the year to estimate the fair value of Options, including the following weighted – average information:	Black Scholes Method
(a) Risk-free interest rate,	5.39%
(b) Expected life	18 months
(c) Expected volatility	73.72%
(d) Expected dividends and	0
(e) The price of the underlying share in the market at the time of Option grant.	₹ 150.25

Directors

In accordance with Sections 255 and 256 of the Companies Act, 1956, Mr. Walter Saldanha, Mr. Yash Mahajan, Mr. Utpal Sheth and Mr. Pramod Khera, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible are due for re-appointment.

Management Discussion And Analysis

A separate report on the Management Discussion and Analysis is attached as a part of the Annual Report.

Corporate Governance

Effective corporate governance is necessary to retain the trust of stakeholders and to achieve business success. Corporate governance is about commitment to values and ethical business conduct. It is about how an organisation is managed. It includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. As shareholders across the globe evince keen interest in the practices and performance of companies, corporate governance has emerged at the centre stage of the way the corporate world functions. Corporate governance is vital to enable companies to compete globally in a sustained manner and let them flourish and grow.

A separate Report on Corporate Governance is attached and forms part of the Annual Report. The Auditors' Certificate regarding compliance of the conditions of Corporate Governance is also annexed.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956:

(i) That in the presentation of the annual accounts for the year ended 31st March, 2011, applicable accounting standards have been followed and that there are no material departures;

(ii) That they have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended 31st March, 2011 and of the profit of the Company for the year ended on that date;

(iii) That they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) That the annual accounts have been prepared on a going concern basis.

Consolidated Financial Statements

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Clause 32 of the Listing Agreement entered into with the Stock Exchanges and prepared with the Accounting Standards 21 issued by the Institute of Chartered Accountants of India.

Subsidiary Companies

Last year the Company had acquired the education division viz., Maya Academy of Advanced Cinematics (MAAC) of Maya Entertainment Ltd. (MEL) through the takeover of 89.66% equity shares of MEL. The balance shares of 10.34% in MEL which was held by Intel Inc., USA were also acquired on receipt of approval by Intel from Reserve Bank of India on 1st February 2011. MEL has thus become a wholly owned subsidiary of the Company. In terms of the Listing Agreement, MEL is Material Non-listed Indian Subsidiary of the Company as the turnover of MEL has exceeded 20% of the consolidated turnover of Aptech and its subsidiaries as on the close of the accounting year ended 31st March 2011. As required under the listing agreement, Mr. C. Y. Pal who is one of the Independent Directors on the Board of the Company has been appointed as a director on the Board of Directors of MEL with effect from 30th May 2011.

During the year, an application made by Aptech Manpower Services Limited, a wholly owned subsidiary under Easy Exit Scheme 2011 was approved by the Ministry of Corporate Affairs and accordingly the said company has been dissolved effective 21st April 2011.

The Ministry of Corporate Affairs (MCA) vide its circular no. 51/12/2007-CL-III dated 8th February 2011 has granted general exemption under Section 212(8) of the Companies Act, 1956 to holding companies from attaching the accounts of their subsidiaries in their annual reports subject to fulfillment of certain conditions prescribed. The Board of Directors of the Company at its meeting held on 30th May 2011 noted the provisions of the said circular and passed the necessary resolution granting the requisite approval for not attaching the Balance Sheet, Profit & Loss Account, Report of the Board of Directors' and Report of the Auditors' of each of the subsidiary companies to the accounts of the Company for the year ended 31st March 2011. The Company will make available these documents/details upon request by any member of the Company. These documents/details will be available on the Company's website (www.aptech-worldwide.com) and will also be available for inspection by any member of the Company at its registered office during Company's business hours.

A summary of key financials of Company's subsidiaries is also included in this Annual Report giving following information in aggregate for each subsidiary including subsidiary of subsidiary: (a) Capital (b) Reserves (c) Total Assets (d) Total Liabilities (e) Details of Investment (f) Turnover (g) Profit Before Taxation (h) Provision for Taxation (i) Profit After Taxation (j) Proposed Dividend.

Conservation of Energy, Technology Absorption, Research & Development and Foreign Exchange Earnings and Outgo

Conservation of Energy

Adequate measures are taken to conserve energy although the Company's operations are low energy intensive.

Technology Absorption

Your Company continues to use the latest technologies for improving the productivity and quality of its services.

Research & Development

Technological obsolescence is certain. We encourage continuous innovation and research and development for measuring future challenges and opportunities.

Foreign Exchange Earnings and Outgo

The details of Foreign Exchange Earnings and Outgo are given in B 21 under Schedule 16.

Particulars of Employees

Particulars of employees pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975, as amended, forms part of this Report. However, as permissible under Section 219(1)(b)(iv) of the Companies Act, 1956, this Report is being sent to all the Members of the Company excluding the aforesaid information. 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.

Re-Appointment of Statutory Auditors

At the forthcoming Annual General Meeting, M/s. Khimji Kunverji & Co., Chartered Accountants who are the Statutory Auditors of the Company, will retire and being eligible, have offered themselves for re-appointment as the Company's Auditors. In terms of the provisions of Section 224(1B) of the Companies Act, 1956, the Company has obtained a written confirmation from M/s. Khimji Kunverji & Co. that their re-appointment, if made, at the ensuing Annual General Meeting, would be in conformity with the limits specified in the said Section.

Fixed Deposits

During the period under review, your Company has not accepted or invited any deposits from the public.

Insurance

All the properties of the Company have been adequately insured.

Acknowledgement

Your Directors wish to acknowledge all their stakeholders and are grateful for the excellent support received from the Shareholders, Bankers, Financial Institutions, Government authorities, esteemed corporate clients, customers and other business associates. Your Directors recognise and appreciate the hard work and efforts put in by all the employees of the Company and their contribution to the growth of the Company in a very challenging environment.

For and on behalf of the Board of Directors

Rakesh Jhunjhunwala
Chairman

Ninad Karpe
Managing Director & CEO

Place : Mumbai
Date : 30th May, 2011

Industry Structure and Developments

Favourable demographics, increasing income levels, service sector growth and more supportive government regulations underpin the growth of the Indian education sector, which has been on the upswing in recent years. With 1.3 billion people, India is the second largest country in terms of population. As per Economist Intelligence Unit, 60% (approx. 673 million) of the population in India is below 30 years (median age: 25 years) – the largest in this age bracket in the world. This demographic advantage in favour of a young population makes for strong, continued demand for education and related services. *(Source: HSBC Global's report on India Education – Learning to learn)*.

The Government spends nearly 3.7% of the GDP on education and this is set to increase as allocations to achieve the objectives of the Right to Education (RTE) increase during the current fiscal. Yet, India has a Gross Enrolment Ratio (GER) of just 12.4%, as against around 60% in US and nearly 23% in China (which is the global average). As India looks to achieve GDP growth rates of 9-10%, its GER needs to be at least 25-30%.

While the Indian government is focused on strengthening elementary education and improving the GER to 30% by 2020, a large gap exists between the curriculum of formal education at higher levels and the requirements of the corporate world and the new age economies. As more youth move closer to the working age group, and double digit growth is foreseen in the services sector, career oriented education and training after basic formal education is expected to receive a fillip. The fast growing services sector is expected to further generate demand for quality educational services. Increased spending on training, extraordinary growth and emerging skill shortage in China, India, Brazil and other emerging economies is providing a number of opportunities for career-oriented education and the training industry. Globalisation has augmented the demand for better education, largely through increased private participation.

Aptech, with its ability to create industry relevant curriculum and career oriented courses that provide the talent and skill edge at par with international levels, is well poised to enable India to truly enjoy its demographic advantage. Aptech has an opportunity to play this critical role of enabling countries to unleash their true human potential not only in India but across many more emerging countries.

Business overview

Aptech commenced its education & training business in 1986 and has, till date, trained over 6.4 million students – globally. While Aptech was incorporated as an IT training provider, over the years, it has broadened its Individual Training portfolio and also expanded into Enterprise Business.

Under Individual Training, Aptech offers career and professional training through:

- Aptech Computer Education
- Aptech Hardware & Networking Academy (formerly known as N-Power)
- Arena Animation
- Maya Academy of Advanced Cinematics (MAAC)
- Aptech Aviation & Hospitality Academy (formerly known as Avalon Academy)
- Aptech English Learning Academy (formerly known as English Express)

Enterprise Business includes:

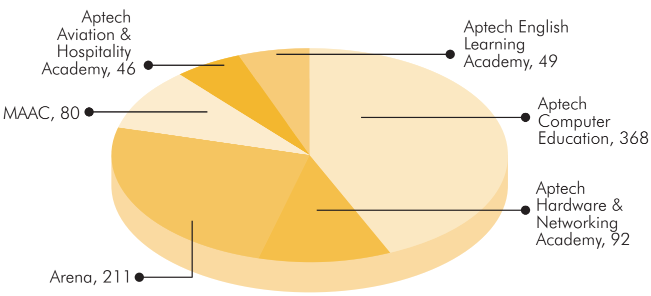
- Aptech Assessment & Testing Solutions (formerly known as ATTEST)
- Aptech Training Solutions (formerly known as Training Solutions)
- Aptech Learning Services (formerly known as Learning Services)

After the turnaround of operations in FY 2009-10, the focus at Aptech in FY 2010-11 was on consolidating the gains of FY 2009-10 in order to build a strong platform for future growth. The launch of our new corporate identity was a key highlight of the year. This rebranding reaffirms Aptech's reputation in the industry, and the development of the new brand architecture will enable the consolidation of the Company's various business lines. The brand, through the tagline, "Unleash Your Potential", aspires to be a catalyst for students who have talent that remains unexploited in formal systems.

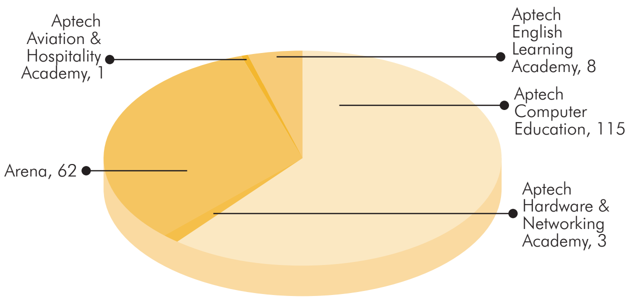
Expansion of Company's network has been one of the key focus areas in FY 2010-11. Aptech added a total of 204 new centres across all brands and regions in FY 2010-11. This was achieved due to formation of a common team for expansion across brands. The Company expanded into 43 new towns across India. A distinguishing feature of our strong Pan India focus is the 60%+ share of tier III cities and smaller towns in the 846 centre strong domestic retail network. Aptech is thus well poised to capitalise on the 'Bharat' growth story. In the international market, out of the total of 29 new centres added, 10 centres involved foray into a newer market either in terms of a new country or a new brand in an existing country.

Assessment & Testing Solutions and Corporate Training segments within the Enterprise Business specifically witnessed strong growth. However, as the Company withdrew from the Projects verticals (ICT capital intensive projects), there was a drag on the overall Enterprise revenue.

Brand-wise spread of network (Domestic) as on 31st March 2011



Brand-wise spread of network (International) as on 31st March 2011



Segment-Wise or Product-Wise Performance

Individual Training

IT Training (Aptech Computer Education & Aptech Hardware & Networking Academy, formerly known as N-Power)

The Company offers quality education in Information Technology around the world through a wide network of centres under the Aptech Computer Education and Aptech Hardware & Networking Academy brands. During the year, following the strategic level global engagement with Microsoft, the Company worked towards integrating the licensed Microsoft educational content into its IT curriculum.

The Company launched `ACCP Pro' - a new, cutting-edge career program with Microsoft Official Curriculum. This course replaces the older ACCP program offered by Aptech Computer Education. Catering to the growing demand of short-term courses, the Company also launched a Smart Professional 75 day program. The Hardware and Networking Academy launched the NCESE–Remote Infrastructure Management program in the last fiscal. Enrolments for the university courses and short-term career courses in the domestic market for Aptech Computer Education witnessed steady growth during the year. At the same time, internationally IT Training brands generated 5% growth in system-wide bookings over previous year.

The multi-billion Indian IT sector is likely to post a 16-18% growth, going ahead. *(Source: Economic Times, February 2011 - http://articles.economictimes.indiatimes.com/2011-02-10/news/28424047_1_nasscom-s-ramadorai-projection)* However, on account of significant surplus capacity in the formal education (Engineering & BCA/MCA) the pie available to vocational training players is expected to grow in high single digits. However, with even more industry relevant products, Aptech is likely to grow in line with the growth in IT vocational training industry.

Arena Animation

Arena offers career-oriented courses to prepare students for jobs in animation, multimedia, gaming & web designing. With over 15 years of presence and through its wide network of centres, Arena Animation has successfully trained more than 300,000 students for creative careers in these high-growth areas. From modest beginnings Arena has now expanded today to 211 centres in India (including 7 Arena Point centres) and 62 centres in the international market.

The Animation industry scenario in India and globally is very positive, especially in VFX. FY 2010-11 saw many industry-relevant product launches by Arena like

- Arena Animation International Program (AAIP) replacing AAASP
- Digital Media Pro targeting the e-Learning segment
- Multimedia Design Program under Arena Point
- BBA in Mass Media & Communications for expanding the target market segments
- Short-term job-oriented VFX Roto Pro course

In the domestic market, while the enrolments for own career courses were lower by 19% (on an annualized basis), the newer AAIP course in its first year itself contributed 54% of the volume. University courses grew by 25%, while Graphic & Web Designing and Short Term Course enrolments went up by 35% and 15% respectively. Internationally, system-wide bookings for Arena were up 25% vis-à-vis FY 2009-10 (on an annualised basis).

Maya Academy of Advanced Cinematics (MAAC)

Aptech acquired Maya Academy of Advanced Cinematics (MAAC) in April 2010. MAAC is India's leader in high-end 3D Animation and Visual Effects education. Founded in 2001, MAAC has 80 centres in India with cutting edge infrastructure, and has trained over 35,000 students across the country. The Company sees potential to expand MAAC in the emerging economies which are major hubs for animation & gaming industry.

During the year, MAAC launched a Diploma course in Game Design & Integration (DGDI), and also a special Multimedia Course. But the key performer in terms of growth in enrolments for MAAC was its B.Sc. program in alliance with IGNOU, which generated 5 times the enrolments in FY 2009-10. Students of MAAC continued to carve an edge for themselves, winning awards and accolades through their participation across various competitive industry events. CricX, a 3D animated film created by MAAC Creative Shop (MCS) – a collaboration of MAAC students with industry professionals – was aired on Disney Channel.

MAAC has, over the years, organized India's largest Animation Awards the 24FPS Awards. Over the last seven years, the 24FPS Awards organized by MAAC have gained tremendous support from the global animation fraternity. The 7th edition of 24FPS held in 2010 received over 600 international entries from countries such as China, France, Germany, UK and the US. In June 2011, MAAC announced its association with the United Nations Information Centre for India and Bhutan for promoting the Millennium Development Goals. This association will enable contestants to develop content in terms of animated films to promote these development goals, which is the theme for inviting entries for the 8th 24FPS awards.

Aptech English Learning Academy (formerly known as English Express)

Aptech English Learning Academy offers courses in English speaking, accent training, English improvement, TOEFL and IELTS preparation and corporate training. During the year, Aptech launched the Aptech English Learning Academy internationally at 8 new locations - across UAE, Qatar, Sudan, Saudi Arabia, Russia and Mauritius. We also exponentially expanded the domestic network from 10 to 49 centres. Looking at the large opportunity potential, the Company invested in developing in-house content for English training, which will provide greater flexibility in expansion of the brand, planned across existing and new overseas geographies. The Company plans to aggressively expand this brand into non-English speaking countries, especially the emerging countries.

Aptech Aviation & Hospitality Academy (formerly known as Avalon Academy)

The Company, in the past few years, has focused on reducing its dependence on cabin crew training and has extended its offerings to ground staff training and airport management and at the same time introduced courses in hospitality and travel / tourism in 2009. While the last fiscal year commenced on a very weak note for the domestic industry, this scenario gradually changed as the economy clocked robust growth. But it has taken longer for Aviation & Hospitality Academy to recover from the 2009 slowdown due to issue of fee refunds related to a past promotional scheme.

With industry relevant content, network of alliances, internship, integrated curriculum, fine-tuning of the delivery methodology and, most importantly, a new brand identity, the Company is confident of driving this business back on the growth path. In FY 2010-11, the Company introduced courses like Professional in Airport Management & Customer Care (PAMCC) and MBA in Aviation for working professional, which will aid in generating greater student traction. During the year, the Company has flagged off its first Aptech Aviation & Hospitality Academy in Malaysia. Aptech has interesting plans to aggressively take this brand across to Malaysia, Russia, Vietnam and other key Aviation and Hospitality markets.

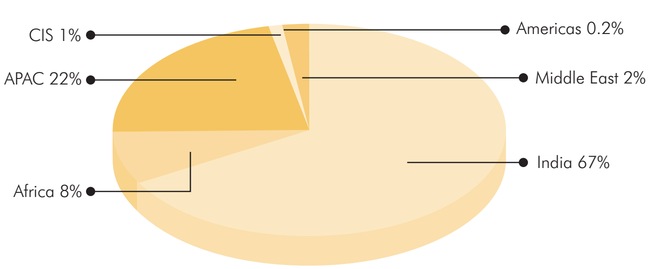
International Individual Training Business (excluding China)

Aptech has a presence in about 40 countries spanning over 1300+ centres (including 270 centres in China). The Company offers multi-language courses including in Russian, Portuguese and Vietnamese languages. The ability to consistently deliver uniform student experience across geographies provides Aptech an edge in the market. As on 31st March 2011, Aptech had 189 centres in the international market with 115 Computer Education, 62 Arena, 8 English Learning, 3 Hardware & Networking and 1 Aviation & Hospitality Academy centres.

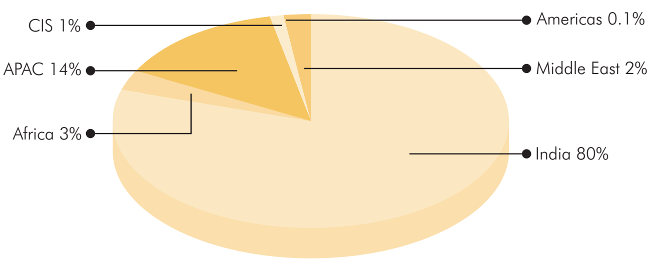
Aptech is committed to investing in countries with large growth potential as part of its stated objective of generating 50% of its Individual Training segment revenues from international business by FY 2014-15. The Company formed a strategic joint venture with a local company in Philippines in FY 2009-10. Aptech has now invested in its own pilot centre (through the JV) at Philippines to attract and demonstrate the success and systems driven approach to potential franchisees. This centre has made a small but sure beginning with an order for English Learning Academy from a local BPO company. The Company has also invested in Vietnam by opening a local office to spur higher growth in one of the biggest international markets. The Company is currently in the process of restructuring its Brazil JV to align it to the transforming needs of the education system in that country. Going ahead, the Company is looking to invest in emerging markets in Eastern Europe and South African Development Council regions.

Under the India Window Program (IWP), Aptech managed to win significant orders only towards the end of the year. However, with new orders secured from Malaysia, Mongolia, Maldives and Timor Leste and continued good performance of business from Indian Technical and Economic Cooperation (ITEC) program, Aptech expects the international retail projects revenue to show a good growth in FY 2011-12.

Region-wise Individual Training Revenue (FY 2009-10)



Region-wise Individual Training Revenue (FY 2010-11)



BJB Career Education (China)

In 2000, Aptech entered the IT training market in China through a 50:50 JV (BJB Aptech) with Beida Jade Bird (BJB). Driven by the economic growth and the government's thrust to make China an important IT outsourcing nation, the IT training market in China has seen strong growth over the last decade. In 2009, Aptech restructured its stake in the China JV. It divested its 50% stake in the JV and invested the proceeds in the holding company, BJB Career Education Company Ltd. (BJBC). Aptech currently holds 22.4% stake in BJBC and also has a Board seat. BJBC's main lines of business are vocational IT training (BJB Aptech) and distribution of vocational IT educational content to high schools, colleges and universities. The Company's investment in BJBC has generated a dividend income of ₹ 32.55 crore in FY 2010-11.

ENTERPRISE BUSINESS

Aptech Assessment & Testing Solutions (formerly known as ATTEST)

Aptech offers third-party assessments with a large spread of centres in India, and multiple modes of delivery including through Internet, to Corporates, Educational Institutes & Public Institutions. After achieving break-even in FY 2009-10, FY 2010-11 was a key year to establish the scalability and profitability of this business. Assessment & Testing Solutions business was able to successfully demonstrate this with consistent flow of orders and a sharp jump in the profitability.

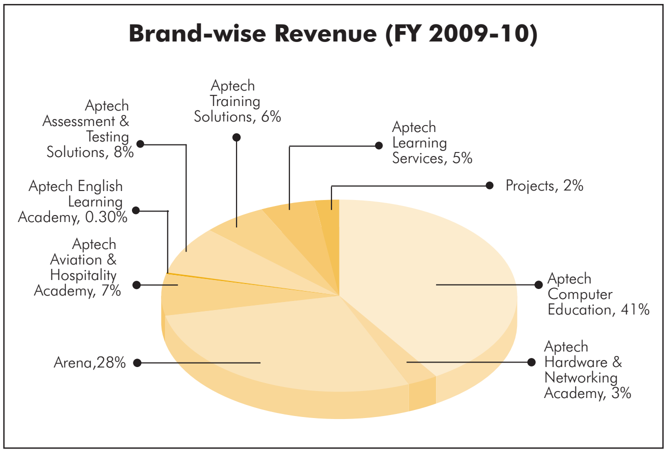
The year saw Aptech Assessment & Testing Solutions foray into the insurance sector with orders for conducting the internal assessment tests by two private insurance majors. The Company was shortlisted for NAC 2.0 tests by NASSCOM. Aptech commenced work with three new universities for conducting their semester and entrance tests. Aptech was also chosen to deliver exams in Malaysia, Middle East and UK by Karnataka State Open University. The Company opened Authorised Training Centres of Aptech Assessment & Testing Solutions in these countries.

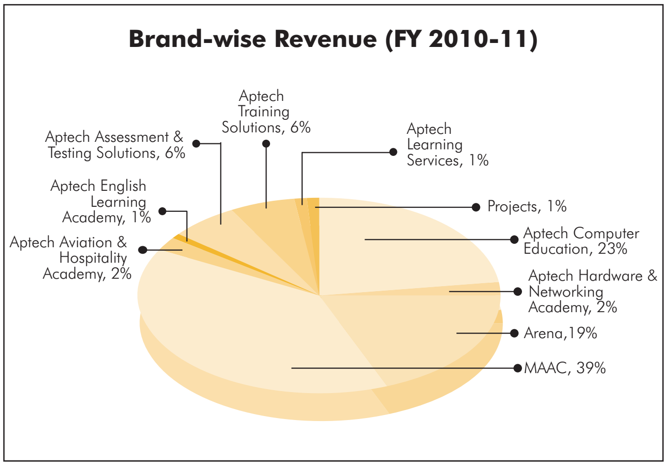
Aptech Assessment & Testing Solutions/Aptech was accredited as partner for skill assessments nationally by Director General for Employability Tests. During the year under review, Aptech's quality commitment was underlined by the recertification to the ISO 27001 standards for Aptech Assessment & Testing Solutions.

Aptech Training Solutions

The IT training segment of this business encompasses Office Productivity and Application Training and Technology Training. The non-IT segment offers Soft Skills training, Productivity training and Customer Interface training. The business also offers training in linguistics - language / regional languages. The Company services nearly 65 customers each month and enjoys an edge through speedy customised delivery of training modules and has a nationwide reach of conducting training simultaneously at 200 locations at any time on one single day. The Company has also been able to successfully retain its key customers over a long period.

During the year under review, Aptech went a step further to widen its geographic reach, conducting training at nearly 300 plus locations as part of its running contract with ICSI (Institute of Company Secretaries of India). The Company's ability to offer consistent and uniform training delivery across locations saw sustained flow of contracts during the year, thus delivering spectacular top-line growth vis-à-vis previous financial year.





Government Projects & Learning Services

In the Government school projects business, the Company has completed all the pending contracts. Due to capital intensive nature of the business, the Company has consciously limited its business in this segment.

The Learning Services division of the Company develops content for e-Learning and Instructor Led Training (ILT). Primarily focused on international clients, the division started targeting Indian market in the second half of FY 2010-11.

Opportunities

While there is potential to grow by 9% annually, the country's economic growth during 2011-12 is likely to be about 8.5% as high inflation and commodity prices with their spiralling cost impact remains an area of concern. In the long run, India, helped by its strong demographic dividend, is poised to emerge as the world's second largest economy on purchasing power parity basis by 2050, ahead of the US. (http://post.jagran.com/india-to-surpass-us-economy-by-2050-pwc-1294406564-1)

A February 2011 report by National Council for Applied Economic Research's (NCAER) Centre for Macro Consumer Research said that by 2015-16, India will be a country of 53.3 million middle class households, translating into 267 million people falling in the category. India's burgeoning middle class, and its increasing aspirations and income levels, will promote the growth for quality and job-oriented education. In the next 10 years, it is estimated that India's education sector will need investments worth USD150 billion to meet this demand. India will need 1,000 more universities and 45,000 more colleges to cater to an estimated 40 million students by 2020. (Source: Education master - http://www.educationmaster.org/news/150bn-needed-indias-education-sector.html).

Indian government has identified the need for 500 million skilled workers by 2022 across various sectors. (Source: National Skill Development Policy of March 2009). The government envisages private vocational education segment to play a key role in achieving this target and has formed National Skill Development Corporation as a public-private partnership to encourage private capacity creation in skill development. The Company is also confident of tapping this large opportunity through its existing businesses and new initiatives, some of which may be in alignment with efforts of various Government agencies. The Company is also in a unique position to capitalize on similar opportunities across many other emerging economies.

Outlook

The Company continues to focus on launching new products, strengthening its brand presence, forging new strategic alliances to continuously improve its offerings in the market place and also increase its footprints in the domestic as well as the international markets. Through its strong footing in the animation and multimedia segments, and the immense opportunity potential unfolding in this industry, the Company remains confident of robust growth in this segment.

Aptech will focus on leveraging its strengths to expand its Individual Training offerings in the promising emerging markets. The Company is currently exploring options to penetrate markets like Eastern Europe, South African Development Council region, etc. With the thrust on expanding in the international market the Company foresees growth in numbers as we move forward.

Risks, challenges and concerns

In a franchisee-modelled business, the challenge lies in finding the right-minded business partners. While the opportunity potential is expanding in international markets, outdated legislation could pose to be an impediment for us to exploit this expansion. In addition to this, sudden changes in regulatory norms governing the Education sector at state or national levels may pose a threat to Aptech or its franchisees ability to continue to offer vocational training courses in their existing centres. The Company's business, which spans 5 continents, can be impacted due to external risks, such as adverse economic and political scenario. Our operations also face the regular business risks of competition, technology, obsolescence, human resource management and currency fluctuation. The Company has in place a robust risk management policy to control and mitigate such business risks. The Company has internalised Strategic Risk Management principles by developing a de-risked business model, given its diversification across geographies and different verticals of the education sector. Aptech is thus well poised to follow a robust growth trajectory.

Internal controls and their adequacies

The internal audit and internal control procedures adopted in Aptech are adequate and commensurate with the size and the complexity of the business. The Company continuously upgrades its systems in line with the best available practices. These systems are supported by periodical reviews by the management, and standard policies and guidelines to ensure that financial and other records are prepared accurately. All major expenses are controlled and businesses are monitored so that the actual spending is in accordance with the budget. A well-defined organizational structure; internal controls, defined authority matrix and documented policy guidelines ensure compliance with internal policies and applicable laws and regulations, efficiency of operations and protection of resources.

Student Development (Formerly Known as Education Delivery Control & Quality)

The Student Development department plays a critical role in delivering a superior 'Customer Experience'. In line with the Company's continuous efforts to provide a better customer experience, a number of initiatives were undertaken during the year these included:

- **Content Development:** Focus was on addition and improvement of content in Arena, Hardware & Networking and English Learning, especially for the international market.
- **MAAC Integration Support:** Following activities for MAAC were integrated under the centralised student development team:
  - a) Certificate issuance for MAAC Career Courses.
  - b) Despatches for MAAC logistics
- **Network department:** After successful completion of Re-certification of Aptech, on ISO 9001: 2008, Network department also drove participation of all Individual Training Brands in the India's largest "Franchise Retail Show - Franchise India 2010", organized at Delhi on 11th-12th Dec 2010. Aptech got the award in "Best in Category: Education".

Asian Institute of Communication and Research (AICAR) Business School

The Asian Institute of Communication and Research, better known as AICAR business school, was set up with the aim of creating a world-class, residential centre of learning with unparalleled standards of management and communication practice, in the outskirts of Mumbai at Neral. In FY 2010-11, the institute received AICTE sanction to increase the capacity from existing 60 seats (for PGDM) to 180 seats. The additional capacity will be equally distributed between PGDM (Banking & Finance) and PGDM (Aviation).

AICAR was ranked 42nd in top 50 autonomous B Schools of India by Lakshya Dainik Bhaskar. It was also ranked 74th across India by Business World.

The Institute also commenced on the deployment of ERP and the Campus Management software packages. The Institute commenced construction of an additional floor in the Academic building to handle increased capacity.

Financial performance

The Operating income for the year was ₹ 19,075 lac as against ₹ 15,764 lac in the previous financial year, representing a growth of 21%. Profit Before Tax was ₹ 4,344 lac, representing a growth of 548.1% vis-à-vis the previous year. The Company recorded PAT of ₹ 4,498 lac in comparison with a loss of ₹ 2,235 lac in the period ended 31st March, 2010. The EBITDA for the year was ₹ 5,697 lac, representing a growth of 155% over the previous financial year.

Aptech received ₹ 3,255 lac as dividend from China-based BJB Career Education Company Ltd., in which it has a 22.4% stake. Aptech utilized this cash inflow to repay its entire debt. The Company is now a zero debt company with closing Cash & Cash Equivalents and Current Investments of ₹ 5,708 lac.

Material developments in Human Resources

Aptech's strong management team and its large human capital resource are its biggest strength. In line with the strategic direction of aggressively expanding its markets, the Company has hired personnel at senior level positions during the year. A key strategy mapping session to identify their competencies in line with the Company's evolving strategic needs was conducted. This exercise was aimed at strengthening the management team and the leadership teams. In another development to streamline operations on this front, an e-induction program was introduced during the year. The total number of employees with the Company as on 31-03-2011 was 510, out of which 90 are from MAAC. The Company recruited a total of 134 new employees during the year.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

CORPORATE GOVERNANCE

Philosophy:

Your Company believes that Corporate Governance is critical to sustaining corporate development, increasing productivity and competitiveness. The governance process should ensure that available resources are utilized in a manner that meets the aspirations of all its stakeholders. Your Company's essential charter is shaped by the objectives of transparency, professionalism and accountability. The Company continuously endeavours to improve on these aspects on an ongoing basis.

Board of Directors:

Composition:

The Board of Directors provides strategic direction and thrust to the operations of the Company. The number of Non-Executive Directors (NEDs) is more than 50% of the total number of Directors. None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he is a Director. Hence, the Company complies with the listing agreement norms for Composition of Board of Directors.

Attendance at Meetings:

During the financial year ended 31st March, 2011 under review, the Board of Directors met 4 times on 31st May, 2010, 12th August, 2010, 22nd October, 2010 and 19th January, 2011. The gap between two meetings did not exceed four months.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the period and at the last Annual General Meeting held on 27th September, 2010, and also the number of Directorships and Committee Memberships held by them in other companies are given below:

Names of the Directors	Category	No. of Board Meetings attended during the period ended 31st March, 2011	Whether attended AGM held on 27th September, 2010	No. of Directorships in other public companies incorporated in India as on 31st March, 2011	No. of Committee positions held in other public companies incorporated in India as on 31st March, 2011	
					Chairman	Member
Mr. Rakesh Jhunjhunwala Chairman	Non-Executive Promoter	4	Yes	9	Nil	1
Mr. C. Y. Pal Vice Chairman	Non-Executive Independent	4	Yes	3	2	1
Mr. Utpal Sheth	Non-Executive Promoter	4	No	8	Nil	Nil
Mr. Asit Koticha	Non-Executive Promoter	3	Yes	Nil	Nil	Nil
Mr. Rajiv Agarwal	Non-Executive Promoter	4	Yes	4	Nil	1
Mr. Pramod Khera	Non Executive	2	Yes	1	Nil	Nil
Mr. Ramesh S. Damani	Non-Executive Independent	2	Yes	Nil	Nil	Nil
Mr. Yash Mahajan	Non-Executive Independent	1	No	2	Nil	1
Mr. Vijay Aggarwal	Non-Executive Independent	4	No	5	1	2
Mr. Ninad Karpe, Managing Director & CEO	Executive	4	Yes	3	2	2
Mr. Walter Clifford Saldanha	Non-Executive Independent	4	Yes	Nil	Nil	Nil

Necessary Declaration has been furnished by all the Independent Directors of the Company to confirm that:

(a) Apart from receiving Director's Sitting Fees, the Directors do not have any material pecuniary relationships or transactions with the Company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the Director;

(b) Is not related to promoters or persons occupying management positions at the Board level or at one level below the Board;

(c) Has not been an executive of the Company in the immediately preceding three financial years;

(d) Is not a partner or an executive or was not a partner or an executive during the preceding three years, of any of the following :

    (i) The statutory audit firm or the internal audit firm that is associated with the Company and

    (ii) The legal firm(s) and consulting firm(s) that have a material association with the Company.

(e) Is not a material supplier, service provider or customer or a lessor or lessee of the Company, which may affect independence of the Director;

(f) Is not a substantial shareholder of the Company i.e. owning two percent or more of the block of voting shares; and

(g) Is not less than 21 years of age.

Other Provisions:

The Company also confirms that it did not have any material pecuniary relationship or transaction with any Non-Executive Director during the period ended 31st March, 2011, except for the payment of Sitting Fees made to them for attending the Board and/or the Committee meetings.

The information as required under Annexure IA of Clause 49 of the listing agreement is being made available to the Board. The Audit Committee of the Board of Directors periodically reviews the compliance report submitted by the Managing Director regarding compliance with the various laws applicable to the Company.

Code of Conduct:

The Board of Directors have laid down a code of conduct for all Board Members and Senior Management of the Company. The said code of conduct has been posted on the website of the Company. Further all the Board Members and Senior Management personnel have affirmed compliance with the said code of conduct for the period ended 31st March, 2011. Necessary declaration to this effect signed by the Managing Director forms a part of the Annual Report of the Company for the period ended 31st March, 2011.

Audit Committee :

The Composition of the Audit Committee as on 31st March, 2011 is as follows:-

Mr. C.Y. Pal (Chairman)
Mr. Ramesh S. Damani
Mr. Vijay Aggarwal

All the members of Audit Committee are Independent Directors. Statutory auditors, Internal auditors and CFO attend the meetings of the Committee at the invitation of the Chairman. The Company Secretary acts as the Secretary of the Committee. All the members are financially literate and possess necessary expertise in finance or accounting or any other comparable experience or background.

The Company has complied with the requirements of Clause 49 (II) (A) as regards composition of Audit Committee.

In accordance with Clause 49(II)(D) of the Listing Agreement, the role of the Audit Committee includes the following :

(a) Oversight of the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible.

(b) Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees and approving payments for any other services rendered by them.

(c) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to :

    - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956;
    - Changes, if any, in accounting policies and practices and reasons for the same;
    - Major accounting entries involving estimates based on the exercise of judgment by Management;
    - Significant adjustments made in the financial statements arising out of audit findings;
    - Compliance with listing and other legal requirements relating to financial statements;
    - Disclosure of any related party transactions;
    - Qualifications in the draft audit report.

(d) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval, with particular reference to :

    Matters required, focusing primarily on :

    - Any changes in accounting policies and practices.
    - Major accounting entries based on exercise of judgment by Management.
    - Qualifications in draft Audit Report.
    - Significant adjustments arising out of audit.
    - The going concern assumption.
    - Compliance with the accounting standards.
    - Compliance with Stock Exchanges and legal requirements concerning financial statements.
    - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.

(e) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

(f) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

(g) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

(h) Discussion with internal auditors of any significant findings and follow up thereon.

(i) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

(j) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

(k) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

(l) To review the functioning of the Whistle Blower mechanism, in case the same is existing.

(m) Reviewing the Company's financial and risk management policies.

(n) Carrying out any other function as is mentioned in the terms of reference for the Audit Committee.

The Audit Committee has also been granted powers as prescribed under Clause 49 (II) (C).

Further as per the requirements of Clause 49 (II) (E), the Audit Committee reviews the following information :

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

During the year under review, the Committee met 5 times on 31st May, 2010, 12th August, 2010, 22nd October, 2010, 19th January, 2011 and 14th March, 2011 with a gap of not more than four months. The details of the meetings attended by the Directors are given below:

Names of Members	Category	No. of Meetings attended during the period ended 31st March, 2011
Mr. C. Y. Pal – Chairman	Independent, Non-Executive	5
Mr. Ramesh S. Damani	Independent, Non-Executive	2
Mr. Vijay Aggarwal	Independent, Non-Executive	5

The Chairman of the Audit Committee, Mr. C.Y. Pal, was present at the Annual General Meeting held on 27th September, 2010.

Shareholders/Investors Grievance Committee:

During the year under review, the Committee met 2 times on 21st August, 2010 and 14th March, 2011.

The Composition of the Shareholders/Investors Grievance Committee along with the details of the meetings attended by the Directors are given below:

Names of Members	Category	No. of Meetings attended during the period ended 31st March, 2011
Mr. Ramesh S. Damani Chairman	Independent, Non-Executive	2
Mr. Asit Koticha	Promoter, Non-Independent, Non-Executive	1
Mr. C. Y. Pal	Independent, Non-Executive	2

The Committee is empowered to consider and approve matters relating to transfer and transmission of shares, issue of duplicate share certificates, dematerialisation of shares and other share related matters.

Name and Designation of Compliance Officer: Mr. Ketan H. Shah, Group Company Secretary & General Manager (Legal)

Status of Complaints received during the period ended 31st March, 2011 :

Nature of Complaints	Received	Resolved	Pending
Relating to Transfer, Transmission etc.	Nil	Nil	NIL
Other/Miscellaneous	3	3	NIL
TOTAL	3	3	NIL

Pending Transfers:

There were no pending transfers as on 31st March, 2011.

Remuneration/Compensation Committee:

During the year under review, the Remuneration/Compensation Committee met 7 times on 6th May, 2010, 31st May, 2010, 14th September, 2010, 22nd October, 2010, 6th December, 2010 19th January, 2011 and 14th March, 2011. The composition of the Remuneration Committee along with the details of the meeting attended by the Directors are given below:

Names of Members	Category	No. of Meetings attended during the period ended 31st March, 2011
Mr. Vijay Aggarwal Chairman	Independent, Non-Executive	7
Mr. Utpal Sheth	Promoter, Non-Independent, Non-Executive	6
Mr. C. Y. Pal	Independent, Non-Executive	7

The terms of reference of the Remuneration/Compensation Committee are as follows:

a) To determine the Company's policy on specific remuneration packages for Managing Director/Whole-time Director including pension rights and any compensation payment.

b) To do such other acts, deeds, matters and things as are necessary for or incidental to the carrying out of any of the above functions.

The matters relating to remuneration of Managing Director/Whole-time Director is decided by the Board of Directors based on the recommendations of the Remuneration Committee and as per the terms approved by the shareholders at the General Meeting.

Pursuant to the Ordinary Resolution passed by the Shareholders at the Annual General Meeting of the Company held on 25th September, 2009, the Shareholders had ratified the appointment of Mr. Ninad Karpe as the Executive Director & CEO for the period 1st February, 2009 to 31st March, 2009 and approved his appointment as the Managing Director & CEO for the period from 1st April, 2009 upto 31st January, 2014 on a remuneration of ₹ 8,75,750/- per month plus perquisites as per the terms of his contract of appointment and in accordance with the overall limits specified under the Schedule XIII of the Companies Act, 1956.

The details of remuneration paid to Mr. Ninad Karpe during the year ended 31st March, 2011 are as follows:

Particulars of remuneration	(Period : 1st April 2010 to 31st March 2011) Amount (in ₹)
Salary and Allowances	89,15,000
Perquisites	-
Contribution to Provident Fund, Superannuation Fund	8,20,894
TOTAL	**97,35,894**

During the year ended 31st March, 2011, the remuneration paid to Mr. Ninad Karpe has exceeded the limits specified under the Section I of the Part II of Schedule XIII of the Companies Act, 1956 by ₹ 25,03,601/- and the application to Central Government for waiver of excess remuneration paid to Mr. Ninad Karpe is being made by the Company.

Aptech Equity Option Plan 2006:

Pursuant to the Aptech Equity Option Plan formulated in 2006, for the benefit of the employees of the Company and its subsidiaries, following are the details of options granted, vested, exercised and lapsed during the year in respect of the Directors.

During the period ended 31st March, 2010, 2,65,000 Options were granted to Mr. Ninad Karpe, Managing Director & CEO which are performance linked options subject to vesting after one year from the grant date i.e. 62,353 on 29th April, 2010, 77,941 on 4th May, 2010 and 1,24,706 on 4th May, 2011 subject to being qualified for vesting based on annual performance. Out of which Mr. Ninad Karpe was eligible to exercise 1,16,444 options @ 113/- per share being the exercise price, during the year under review.

Details of shareholding of Non-Executive Directors other than promoter directors in the Company as on 31st March, 2011 are as follows:

Names of Directors	Category	No. of shares
Mr. Pramod Khera	Non-Executive	1,41,115
Mr. C. Y. Pal	Independent Non-Executive	50,000
Mr. Ramesh Damani	Independent Non-Executive	12,500
Mr. Vijay Aggarwal	Independent Non-Executive	2,50,000

The Non-Executive Directors (NEDs) do not draw any remuneration from the Company except the Sitting Fees which is paid to them for attending Board/Committee meeting(s) (hereinafter referred to as "meeting").

The details of the Sitting Fees paid to the Non-Executive Directors for the period ended 31st March, 2011 are as follows:

Names of the Directors	Amount (in ₹)
Mr. C. Y. Pal	3,75,000
Mr. Ramesh S. Damani	90,000
Mr. Yash Mahajan	15,000
Mr. Vijay Aggarwal	3,45,000
Mr. Walter Saldanha	60,000
Mr. Pramod Khera	30,000
TOTAL	**9,15,000**

Subsidiary Companies:

As on close of the accounting year ended 31st March, 2011, turnover of Maya Entertainment Limited (MEL) which is a subsidiary of Aptech Limited exceeded 20% of the consolidated turnover of Aptech Limited and its subsidiaries. In view of the same, MEL became a Material Unlisted Subsidiary Company of Aptech Limited.

Disclosures:

(a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company.

Apart from the related party transactions mentioned in the Notes to Accounts, which in the opinion of the Company does not have potential conflict with the interests of the Company, there are no materially significant related party transactions during the period under review that may have potential conflict with the interests of the Company.

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

No penalties and strictures have been imposed by any statutory authorities on matters relating to capital markets during the last three years.

(c) Though the Company does not have a Whistle Blower policy in place, the Company maintains a website known as 'Aptalk' which is a platform developed exclusively for all Aptech employees to Connect, Converse and Collaborate. This site helps employees to know their colleagues, to share information and industry news with them, to exchange their thoughts and collaborate together to create a vibrant online community of Aptech employees all over the world. This site is open to all members who have been assigned an Aptech E-mail ID. Further the Company holds open house meetings, skip level meetings, exit interviews etc. wherein the employees are encouraged to freely express the various issues faced by them within the Company and the same are noted by the HR Division for escalation and necessary resolution.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of Clause 49:

All the mandatory items of Clause 49, as listed below, have been complied with and covered in this report :

(i) Brief statement on Company's philosophy on code of governance;

(ii) Board of Directors;

(iii) Audit Committee;

(iv) Remuneration Committee;

(v) Shareholders Committee;

(vi) General Body Meetings;

(vii) Disclosures;

(viii) Means of Communication;

(ix) General Shareholder Information.

In respect of the non-mandatory requirements of Clause 49, the Company has complied with the following:

Remuneration Committee has been constituted by the Company which comprises three Directors and all of them are Non-Executive Directors. The composition of this Committee has been detailed earlier in this report. Mr. Vijay Aggarwal, the Chairman of this Committee is an Independent Director.

Board Disclosures:

The Company follows adequate procedures to inform Board members about the risk assessment and minimization procedures.

CEO and CFO Certification:

In terms of Clause 49 (V), Mr. Ninad Karpe, Managing Director & CEO and Mr. T. K. Ravishankar, CFO and Executive Vice President have issued certificates to the Board of Directors which forms a part of the Annual Report of the Company for the year ended 31st March, 2011.

General Body Meetings :

Details of the last three Annual General Meetings along with the details of the Extraordinary General Meetings held from the year 2008 to 2010-11 are given below, in the descending order :

2008: (i) The Eighth Annual General Meeting of the Company was held on 23rd December, 2008 at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021 at 4.00 p.m.

2009-10: (i) The Ninth Annual General Meeting of the Company was held on 25th September, 2009 at Ambassador Hotel, 'Panorama', 1st Floor, V.N. Road, Churchgate, Mumbai - 400 020 at 4.30 p.m.

(ii) An Extraordinary General Meeting of the Company was held on 24th February, 2010 at Walchand Hirachand Hall, Indian Merchants Chamber, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 at 3.30 p.m.

(iii) An Extraordinary General Meeting (Court Convened Meeting) of the Company was held on 6th March 2010 at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021 at 3:30 p.m.

2010-11 (i) The Tenth Annual General Meeting of the Company was held on 27th September, 2010 at ''Walchand Hirachand Hall'', Indian Merchants' Chambers, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 at 12.00 Noon.

Details of the Special Resolutions passed during the last three years including in the previous three Annual General Meetings:

At the Eighth Annual General Meeting held on 23rd December, 2008, no Special Resolution was passed.

At the Ninth Annual General Meeting held on 25th September, 2009 no Special Resolution was passed.

Postal Ballot: In terms of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution By Postal Ballot) Rules, 2001, Special resolution was passed by way of a Postal Ballot on 24th March, 2009 pursuant to provisions of Section 372A according consent of the Members, to the Board of Directors of the Company ("the Board") (which term shall be deemed to include any

Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution) , to acquire, by way of subscription, purchase or otherwise the securities of any other body corporate, upto a limit not exceeding ₹ 200,00,00,000/- (Rupees Two Hundred Crores only) on such terms and conditions and at such price as the Board may in its absolute discretion deem fit, notwithstanding that the aggregate of the securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under Section 372A of the Companies Act, 1956.

At Extraordinary General Meeting of the Company held on 24th February, 2010 a Special Resolution was passed for empowering the Board of Directors to issue and allot by way of preferential allotment of 21,96,773 equity shares at a price of ₹ 216/- per share in accordance with SEBI ICDR guidelines to certain shareholders of Maya Entertainment Limited in terms of the Share Purchase Agreement dated 27th January, 2010.

At Extraordinary General Meeting (Court Convened Meeting) of the Company held on 6th March, 2010, a Special Resolution was passed unanimously by the shareholders through ballots and approved the Scheme of Amalgamation of Aptech Software Limited with Aptech Limited.

At the Tenth Annual General Meeting held on 27th September, 2010, Special Resolution was passed pertaining to issue of 4,79,670 equity shares to M/s. Bhukhanvala Holdings Pvt. Ltd. on preferential basis in terms of Share Purchase Agreement executed with Maya Entertainment Limited and its shareholders on 27th January, 2010.

Means of Communication:

• Is Half yearly report sent to each household of shareholders	:	No
• Quarterly Results - Which newspapers normally published in	:	Free Press Journal, Navshakti
• Any Website, where displayed	:	www.aptech-worldwide.com
• Whether it also displays, official news releases and presentations made to institutional investors / analysts	:	Yes
• Whether MD & A is a part of Annual Report	:	Yes

General Shareholder Information:

AGM : Date, Time and Venue	:	Friday, 29th July, 2011 at 4.00 p.m. at "Rangaswar Hall", 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai-400 021.

As required under Clause 49 (VI) (A), particulars of Directors seeking appointment/re-appointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on 29th July, 2011.

Financial Calendar :

A.	Next Financial Year	:	1st April, 2011 to 31st March, 2012
B.	First Quarter results	:	to be published by 15th August, 2011
C.	Second Quarter results	:	to be published by 15th November, 2011
D.	Third Quarter results	:	to be published by 15th February, 2012
E.	Results for the year ending 31st March, 2012	:	to be published by end May 2012
	Date of Book Closure	:	Friday, 22nd July, 2011 to Friday 29th July, 2011 (Both days inclusive)

Dividend Payment Date	:	Within 30 days of Annual General Meeting, if declared
Listing of Equity Shares	:	The Company's equity shares are listed on the following Stock Exchanges in India (i) Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 (ii) The National Stock Exchange of India Limited, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051

The Company has paid the annual listing fees to the above Stock Exchanges for the financial year 2010-2011

Stock Code

The Code for the Company's shares is as follows:

Bombay Stock Exchange Limited	:	532475
The National Stock Exchange of India Limited	:	APTECHT
ISIN No. for Shares in Dematerialised Mode	:	INE266F01018

Market Information:

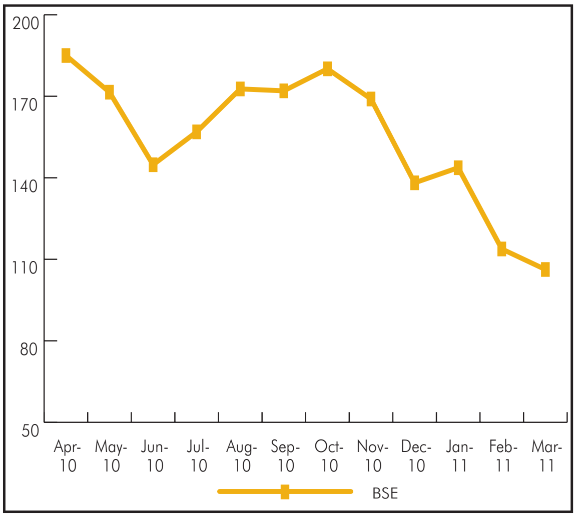
Aptech Share Price Data:

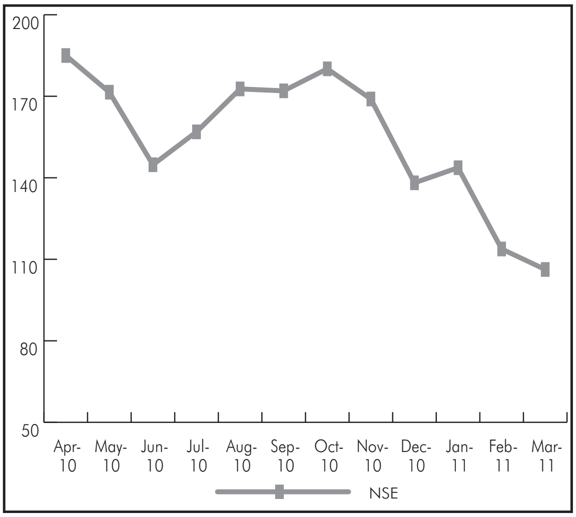
Month and Year	Bombay Stock Exchange Limited Amount in ₹		The National Stock Exchange of India Limited Amount in ₹	
	High	Low	High	Low
April - 2010	185.00	166.30	185.65	166.00
May - 2010	171.50	115.15	170.55	115.10
June - 2010	144.80	126.05	144.80	126.30
July - 2010	156.90	132.60	157.20	134.55
August - 2010	172.70	138.90	172.40	138.20
September - 2010	172.00	142.00	171.80	142.00
October - 2010	180.10	146.80	180.30	147.00
November - 2010	169.00	117.00	169.00	118.00
December - 2010	138.15	114.05	138.80	113.90
January - 2011	143.70	109.00	143.80	109.80
February - 2011	113.80	81.35	113.80	81.50
March - 2011	106.25	91.90	106.30	91.00

(Source: www.bseindia.com and www.nseindia.com)

Stock Performance : (Indexed)

Registrar and Share Transfer Agents : M/s. Sharepro Services (India) Private Limited
13/AB Samhita Warehousing Complex
2nd Floor, Sakinaka Telephone Exchange Lane
Saki Naka, Andheri (East), Mumbai - 400 72
Contact Person: Mrs. Indira Karkera
Tel. No. : 91-22-67720300/400
Fax No. : 91-22-28375646
E-mail : sharepro@shareproservices.com
Business Hours : Monday to Friday
(10.00 a.m. to 5.00 p.m.)
M/s. Sharepro Services (India) Private Limited
912, Raheja Centre,
Free Press Journal Road, Nariman Point,
Mumbai - 400 021.
Tel. No. : 91-22-2288 1568/2288 1569
Fax No. : 91-22-22825484





Share Transfer System:

Share Transfers in physical form can be lodged with Sharepro Services at any of the above mentioned addresses.

Such transfers are normally processed within 30 days from the date of receipt, provided, the documents are in order in all respects. The Shareholders/Investors Grievance Committee usually approves the transfer of shares once in every 15 days.

Distribution of Shareholding:

No. of Equity shares held	As on 31st March, 2011 No. of Shareholders	% of Shareholders	Total No. of Shares held	% of Shareholding	As on 31st March, 2010 No. of Shareholders	% of Shareholders	Total No. of Shares held	% of Shareholding
1-500	97326	95.36	6890315	14.13	94258	95.96	6042942	12.98
501-1000	2442	2.39	1974517	4.05	1912	1.95	1551665	3.33
1001-2000	1086	1.06	1660800	3.40	974	0.99	1499965	3.22
2001-3000	362	0.36	930077	1.91	315	0.32	803366	1.73
3001-4000	199	0.20	719676	1.48	169	0.17	611356	1.31
4001-5000	165	0.16	791690	1.62	166	0.17	788546	1.70
5001-10000	237	0.23	1731796	3.55	204	0.21	1530763	3.29
10001 and above	247	0.24	34072550	69.86	230	0.23	33721731	72.44
TOTAL	**102064**	**100.00**	**48771421**	**100.00**	**98228**	**100.00**	**46550334**	**100.00**

Categories of shareholding:

Sr. No.	Category	As on 31st March, 2011 No. of Shareholders	No. of Shares	Voting Strength	As on 31st March, 2010 No. of Shareholders	No. of Shares	Voting Strength
1	Promoter and Promoter Group	6	17464603	35.81	6	17464603	37.52
2	Mutual Funds	7	2558	0.01	7	2558	0.01
3	Banks/Financial Institutions/ Insurance Companies (Central/ State Government Institutions/ Non-Government Institutions)	38	71981	0.15	41	57901	0.12
4	FIIs	36	4093857	8.39	26	6555072	14.08
5	NRIs	2759	630145	1.29	2838	642721	1.38
6	OCBs	1	1	0.00	1	1	0.00
7	Foreign Financial Banks	-	-	-	-	-	-
8	Domestic Companies	1678	7989505	16.38	1709	6358436	13.66
9	GDR	1	11271	0.02	1	15651	0.03
10	Trust	2	6802	0.01	1	4802	0.01
11	Indian Public	97536	18500698	37.94	93598	15448589	33.19
	TOTAL	**102064**	**48771421**	**100.00**	**98228**	**46550334**	**100.00**

Dematerialization of Shares and liquidity:

Trading in the Equity Shares of the Company is permitted only in dematerialized form. Over 98.16 % of the Company's Share Capital was dematerialized as on 31st March, 2011.

The Company's shares are regularly traded on Bombay Stock Exchange Limited and on the National Stock Exchange of India Limited.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity :

1. 22,542 Global Depository Receipts of erstwhile Aptech Limited (hereinafter "Old GDRs") (P.Y. 31,302) representing 11,271 underlying equity shares (2 GDR equals 1 Equity Share) of face value ₹ 10/- each are outstanding as on 31st March, 2011.
2. Under the Employee Stock Option Scheme (ESOS), 2006, (hereinafter the "Scheme") in respect of the performance based options granted to employees which were qualified for vesting and exercisable upto 3rd May, 2010, 48,350 options were exercised by

eligible employees last year and 8,300 options were exercised during this year by making payment of the exercise price @ ₹ 113/- per equity share and accordingly corresponding 56,650 equity shares of face value ₹ 10/- each has been allotted by the Company in Phase 2. In phase 3, out of 1,09,724 options which were qualified for vesting and exercisable upto 3rd May, 2011, 16014 options were exercised during this year by making payment of the exercise price. Accordingly during the year ended 31st March, 2011, 24,314 equity shares were allotted, thus making total allotment of 1,61,031 equity shares under the Scheme of face value ₹ 10/- each upto 31st March, 2011.

During the period 53,125 options were lapsed on account of resignations from employees. Out of 2,65,000 Options that were granted to Mr. Ninad Karpe, Managing Director & CEO which are performance linked options subject to vesting after one year from the grant date i.e. 62,353 on 29th April, 2010, 77,941 on 4th May, 2010 and 1,24,706 on 4th May, 2011, he was eligible for exercise of 1,16,444 options upto 3rd May, 2011. 1,12,625 options were granted under the Scheme to Mr. Pramod Khera, erstwhile Managing Director under the category of Non-executive Director which vests on 6th May, 2011

As on 31st March, 2011, under the Scheme there are 22 optionees and if the balance 421,331 Options granted to them would have exercised by them that are outstanding, resulting in corresponding allotment of equity shares by the Company, then the issued and paid up capital of the Company will go up by 421,331 equity shares of face value ₹ 10/- each.

Company's Office Address:
Registered and Corporate Office:
Aptech House, A-65, M.I.D.C., Marol,
Andheri (East), Mumbai – 400 093.
Tel.: +91-22-28272300/01
Fax : +91-22-28272399
E-mail: investor_relations@aptech.ac.in
Website : www.aptech-worldwide.com

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of Aptech Limited

We have examined the compliance of conditions of Corporate Governance by Aptech Limited ('the Company') for the year ended 31st March, 2011, as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
Khimji Kunverji & Co
Chartered Accountants
Firm Registration No. 105146W

Shivji K Vikamsey
Partner (F–2242)

Place : Mumbai
Date : 30th May, 2011

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) IN ACCORDANCE WITH CLAUSE 49 V OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

We, Ninad Karpe, CEO and Managing Director and T. K. Ravishankar, CFO and Executive Vice President, of Aptech Limited, hereby certify that :

a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2011 and that to the best of our knowledge and belief :

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2011 which are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee :

   (i) significant changes in internal control during the year;

   (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Ninad Karpe
Chief Executive Officer
and Managing Director

T. K. Ravishankar
Chief Financial Officer
and Executive Vice President

Place : Mumbai
Date : 30th May, 2011

DECLARATION BY CHIEF EXECUTIVE OFFICER (CEO) AS PER CLAUSE 49 (I) (D) (ii) OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

I, Ninad Karpe, CEO & Managing Director of Aptech Limited, hereby declare that, as per the requirements of Clause 49 (I) (D)(ii) of the Listing Agreement with the Stock Exchanges, all the Board Members and the Senior Management Personnel of the Company have affirmed their compliance with the Aptech Code of Conduct, for the year ended 31st March, 2011 over financial reporting.

Ninad Karpe
Chief Executive Officer
and Managing Director

Place : Mumbai
Date : 30th May, 2011

To,

The Board of Directors of APTECH LIMITED

1. We have audited the attached Consolidated Balance Sheet of Aptech Limited ("the Company") and its Subsidiaries, Joint Ventures and an Associate (collectively referred to as the 'Group') as at March 31, 2011 and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended March 31, 2011. These financial statements are the responsibility of Aptech Limited's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion

3. We report that the Consolidated Financial Statements (CFS) have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21 'Consolidated Financial Statements', AS 23 'Accounting for Investments in Associates' and AS 27 'Financial Reporting of Interests in Joint Ventures', notified under Companies (Accounting Standards) Rules, 2006

4. Included in this CFS are Assets, Revenue and Cash flows, as detailed below, which have not been audited by us

Type of Company	No. of Cos.	Assets (Amount in ₹)	Revenue (Amount in ₹)	Net Cash Flow (Amount in ₹)
Subsidiaries	4	1,867,730,894	336,827,232	6,258,904
Associate	1	7,079,445	489,589	1,576,283
Total		1,874,810,339	337,316,821	7,835,187

These have been audited / certified by other auditors, whose reports have been furnished to us, and in our opinion, in so far as it relates to the amounts included in respect of these subsidiaries and an Associate, are based solely on the reports of those respective auditors.

5. Further, the CFS includes Assets of ₹ 74,872,974 Revenues of ₹ 3,950,190 and Net Cash Inflow of ₹ 1,60,436 of two Subsidiaries which is based on unaudited financial statements of the Subsidiary, and our opinion in so far as it relates to those amounts is based solely on such unaudited financial statements.

6. Attention is drawn to Note No B.22 (B) of Schedule 16 regarding the payment of Remuneration by certain subsidiaries to their Directors, which in the opinion of the Company, are not covered under the limits specified and requirements of disclosures as per the Companies Act, 1956, on which we are unable to express our opinion.

7. Attention is drawn to Note No B.22 (A) of Schedule 16 regarding the payment of Remuneration by Aptech Limited, in excess of sum payable under Schedule XIII of the Companies Act, 1956 to Managing Director and Executive Director aggregating to ₹ 2,503,601 for which approval of Central Government remains to be obtained.

8. Based on our audit and on consideration of reports of other auditors on separate financial statements/ management certification and on the other financial information of the components and to the best of our information and according to the explanations given to us, we are of the opinion that the attached CFS, read with Para 4 and 6 and subject to para 5 and 7 above, give a true and fair view in conformity with the accounting principles generally accepted in India:

   (a) in the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at March 31, 2011;

   (b) in the case of the Consolidated Profit and Loss Account, of the profit of the Group for the year ended on that date; and

   (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For and on behalf of
KHIMJI KUNVERJI & CO
Chartered Accountants
Firm Registration No 105146W

Shivji K Vikamsey
Partner
Membership No. 2242

Place : Mumbai,
Dated : May 30, 2011

CONSOLIDATED BALANCE SHEET *As at March 31, 2011*

Particulars	Schedule	March 31, 2011 Amount in ₹	March 31, 2011 Amount in ₹	March 31, 2010 Amount in ₹	March 31, 2010 Amount in ₹
SOURCES OF FUNDS:					
SHARE HOLDERS' FUNDS					
Share Capital	1	487,714,210		465,503,340	
Warrants		1,338,969		1,363,283	
Stock Option Outstanding	2	18,651,196		25,513,412	
Reserves and Surplus	3	2,240,773,346		1,504,794,816	
			2,748,477,721		**1,997,174,851**
LOAN FUNDS					
Secured Loans	4	-		238,064,192	
			-		238,064,192
MINORITY INTEREST			122,565		1,776,401
TOTAL FUNDS EMPLOYED			**2,748,600,286**		**2,237,015,444**
APPLICATION OF FUNDS:					
GOODWILL ON CONSOLIDATION (Refer Note No. B-3(ii) of Schedule "16")			683,206,848		-
FIXED ASSETS	5				
Gross Block		1,345,403,695		1,214,001,755	
Less: Accumulated Depreciation and Impairment		970,403,747		809,882,295	
		374,999,948		404,119,460	
Add: Capital Work-in-Progress including Capital Advances		12,620,706		7,341,990	
Net Block			**387,620,654**		**411,461,450**
INVESTMENTS	6		1,183,765,925		1,081,320,756
CURRENT ASSETS, LOANS AND ADVANCES	7				
Inventories		33,873,984		16,322,256	
Sundry Debtors		195,165,861		273,776,660	
Cash and Bank Balances		470,298,639		393,861,533	
Loans and Advances		345,366,170		320,766,920	
		1,044,704,654		**1,004,727,369**	
Less:					
CURRENT LIABILITIES AND PROVISIONS	8				
Current Liabilities		369,734,684		176,911,827	
Provisions		180,963,111		83,582,304	
		550,697,795		**260,494,131**	
NET CURRENT ASSETS			494,006,859		744,233,238
TOTAL FUNDS UTILISED			**2,748,600,286**		**2,237,015,444**
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	16				

Schedules referred to above form an integral part of the accounts

As per our attached report of even date

For and on behalf of
KHIMJI KUNVERJI & CO.
Chartered Accountants
Firm Registration No. 105146W

Shivji K. Vikamsey
Partner
Membership No. 2242

Place : Mumbai
Date : 30th May, 2011

For and on behalf of the Board of Directors

Ninad Karpe
Managing Director & CEO

C. Y. Pal
Vice Chairman

T. K. Ravishankar
Executive Vice President & CFO

Ketan Shah
Company Secretary

CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the year ended March 31, 2011

Particulars	Schedule	For the Year ended March, 2011 Amount in ₹	Amount in ₹	For the 15 Months ended March, 2010 Amount in ₹	Amount in ₹
INCOME					
Income from Operations	9	1,907,495,962		1,576,429,133	
Other Income	10	54,508,426		50,589,567	
Dividend Income		325,500,387		-	
			2,287,504,775		1,627,018,700
EXPENDITURE					
Training and Education Expenses	11	664,903,553		413,240,384	
Marketing and Advertisement Expenses	12	131,720,089		134,419,628	
Payments to and Provision for Employees	13	390,502,689		454,892,493	
Administration and Other Expenses	14	503,754,158		364,459,022	
Interest and Finance Expenses	15	34,784,637		36,164,727	
Depreciation and Amortisation	5	127,409,737		156,763,607	
			1,853,074,863		1,559,939,861
PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX			**434,429,912**		**67,078,839**
EXCEPTIONAL ITEMS					
Profit/(Loss) on Sale of Subsidary/JVs		-		11,850,165	
Tax Refund (Institutional Project)		-		20,000,000	
			-		31,850,165
PROFIT/(LOSS) AFTER EXCEPTIONAL ITEMS			434,429,912		98,929,004
Provision for Taxation					
Income Tax net of MAT Credit (including prior period Income Tax)		4,891,641		106,986,578	
Fringe Benefit Tax		-		1,081,000	
Wealth Tax		156,200		125,350	
Deferred Tax		-		220,402,396	
			5,047,841		328,595,324
PROFIT/(LOSS) AFTER TAX			429,382,071		(229,666,320)
Add/(Less): Minority Interest			21,385,894		6,208,434
Add/(Less): Share of Profit/(Loss) in Investment of JV (Refer Note No. B-3(iii) of Schedule "16")			(979,979)		-
PROFIT/(LOSS) AFTER TAX AND MINORITY INTEREST			449,787,986		(223,457,886)
PROFIT/(LOSS)BROUGHT FORWARD FROM PREVIOUS YEAR			439,889,938		719,641,557
Less:Proposed Dividend			121,928,553		48,275,737
Less: Dividend Distribution Tax			19,779,860		8,017,996
Less: Transfer to General Reserve			7,888,000		-
BALANCE CARRIED TO BALANCE SHEET			740,081,512		439,889,938
Earning Per Share (Refer Note No. B-16 of Schedule "16")					
- Basic			9.28		(4.80)
- Diluted			9.21		(4.80)
[Face Value of Share ₹ 10 (Previous Year ₹ 10)]					
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	16				

Schedules referred to above form an integral part of the accounts

As per our attached report of even date

For and on behalf of
KHIMJI KUNVERJI & CO.
Chartered Accountants
Firm Registration No. 105146W

Shivji K. Vikamsey
Partner
Membership No. 2242

Place : Mumbai
Date : 30th May, 2011

For and on behalf of the Board of Directors

Ninad Karpe
Managing Director & CEO

C. Y. Pal
Vice Chairman

T. K. Ravishankar
Executive Vice President & CFO

Ketan Shah
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

For the year ended March 31, 2011

Particulars	For the Year ended March, 2011 Amount in ₹	Amount in ₹	For the 15 Months ended March, 2010 Amount in ₹	Amount in ₹
(A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT/(LOSS) BEFORE TAX		434,429,912	-	98,929,004
Adjustments For :			-	
Employee Stock Compensation (Net Recovery) (2006 Scheme)/Charged	(4,759,055)		(16,024,205)	
Depreciation and Amortisation	127,409,737		156,763,607	
Provision for Bad debts	152,079,946		67,210,047	
Bad debts written off	5,870,323		13,385,894	
Dividend Income	(325,500,387)		-	
Profit on Sale of Subsidiary (China)	-		(11,850,165)	
Tax Refund (Institutional Project)	-		(20,000,000)	
Interest and Finance Costs	34,784,637		36,164,727	
Interest and Finance income	(36,337,912)		(36,524,754)	
Liability no longer required back	(9,884,247)		(11,849,780)	
Unrealised Exchange loss/(Gain) (Net)	2,215,914		2,270,462	
(Profit)/Loss on Sale of Fixed Assets (Net)	(6,035,410)		32,560	
		(60,156,456)		179,578,392
Operating Profit Before Working Capital Changes		374,273,456		278,507,396
Adjustments for Working Capital Changes				
Decrease/(Increase) in Inventory	(11,426,568)		4,717,391	
Decrease/(Increase) in Sundry Debtors	(19,559,232)		50,601,705	
Decrease/(Increase) in Loans and Advances-Other than Subsidiaries	56,960,507		111,660,265	
Increase/(Decrease) in Current Liabilities and Provisions	(101,338,903)		13,182,008	
Increase/(Decrease) of Foreign currency Translation Reserve	(1,422,926)		(685,036,770)	
		(76,787,122)		(504,875,401)
Cash From/(used) in Operating Activities		297,486,334		(226,368,005)
Wealth Tax (Paid)/Received	(127,500)		(168,820)	
Income Tax (Paid)/Received	75,587,400		(186,234,877)	
		75,459,900		(186,403,697)
Net Cash From/(used) in Operating Activities		372,946,234		(412,771,702)
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(67,728,001)		(92,531,875)	
Sale of Fixed Assets	15,430,809		24,335,971	
Purchase of Investment	(185,139,294)		(1,081,320,756)	
Dividend received	325,500,387		-	
Dividend paid (Including Dividend Distribution Tax)	(56,293,733)		-	
Interest and Finance received	36,337,912		36,524,754	
		68,108,080		(1,112,991,906)
Net Cash used in Investing Activities		68,108,080		(1,112,991,906)

CONSOLIDATED CASH FLOW STATEMENT

For the year ended March 31, 2011

Particulars	For the Year ended March, 2011		For the 15 Months ended March, 2010	
	Amount in ₹	Amount in ₹	Amount in ₹	Amount in ₹
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of Share Capital/Share Premium	2,723,168		5,415,200	
Capital Contribution received from JV Partner	19,732,059		-	
Increase/(Repayment) in Borrowings (Net)	(352,287,799)		48,656,557	
Interest and Finance Costs	(34,784,637)		(36,164,727)	
Net Cash from Financing Activities		**(364,617,209)**		**17,907,030**
Net (Decrease)/Increase in Cash and Cash equivalents		76,437,106		(1,507,856,578)
Cash and Cash equivalents at the beginning of the year		393,861,533		1,901,718,112
Cash and Cash equivalents at the end of the year		470,298,639		393,861,533
		76,437,106		**(1,507,856,578)**
Notes :				

1. Cash and Cash equivalents include cash and bank balances in current accounts and deposit accounts. (Refer schedule 6C of the balance sheet)
2. Cash and Cash equivalents include:

		As on March, 2011		As on March, 2010
Amount in EEFC account		23,355,118		33,676,338
Amount in Fixed Deposit Account		352,612,541		319,209,601
Amount in Other Cash and Bank Account		94,330,980		40,975,593
Total Cash and Cash equivalents		**470,298,639**		**393,861,533**

3. Proceeds from borrowings reflect the increase in secured and unsecured loans and is net of repayments.
4. Additions to fixed assets, sale of fixed assets and loans and advances given to Subsidiaries are considered as part of investing activities.
5. Previous period figures have been regrouped wherever necessary to correspond with the figures of the current year.

As per our attached report of even date

For and on behalf of
KHIMJI KUNVERJI & CO.
Chartered Accountants
Firm Registration No. 105146W

Shivji K. Vikamsey
Partner
Membership No. 2242

Place : Mumbai
Date : 30th May, 2011

For and on behalf of the Board of Directors

Ninad Karpe
Managing Director & CEO

C. Y. Pal
Vice Chairman

T. K. Ravishankar
Executive Vice President & CFO

Ketan Shah
Company Secretary

Particulars	March 31, 2011 Amount in ₹	March 31, 2011 Amount in ₹	March 31, 2010 Amount in ₹	March 31, 2010 Amount in ₹
SCHEDULE '1' - SHARE CAPITAL				
AUTHORISED				
60,000,000 (Previous year 60,000,000) Equity Shares of ₹ 10 each.		600,000,000		600,000,000
		600,000,000		**600,000,000**
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL				
48,771,421 (Previous year 46,550,334) Equity Shares of ₹ 10/- each fully paid.		487,714,210		465,503,340
Of the above :-				
1. During the year 24,314 Equity Shares (Previous year 48,350) of ₹ 10 each fully paid-up alloted under Employees Stock Option Scheme 2006 @ ₹ 113 per share. (Refer Note No. B-9 of Schedule 16).				
2. 2,196,773 Equity Shares of ₹10 each fully paid-up had been alloted in terms of the Share Purchases Agreement and Addendum thereon executed amongst the Company, Maya Entertainment Limited (Maya) and Shareholders of Maya (Vendors), for consideration other than cash (Refer Note No. B-3 (i) of Schedule "16").				
3. 11,271 Equity Shares (Previous year 15,651) of ₹ 10 each fully paid-up represented by 22,542 (Previous year 31, 302) Global Depository Receipts (GDRs) of USD 7.175 each				
		487,714,210		**465,503,340**
SCHEDULE '2' - EMPLOYEES STOCK OPTIONS OUTSTANDING				
ESOP-2006 SCHEME				
Employee Stock options outstanding	19,461,019		30,633,975	
Less: Deferred Employee compensation outstanding	809,823		5,120,563	
(Refer Note No. B-9 of Schedule "16")				
		18,651,196		**25,513,412**
SCHEDULE '3' - RESERVES AND SURPLUS				
FOREIGN CURRENCY FLUCTUATION RESERVE				
Balance at the commencement of the year	168,370		258,501,223	
Deletion on sale of Subsidaries/JV's	-		(685,205,140)	
Addition during the year	(1,422,926)	(1,254,556)	426,872,287	168,370
CAPITAL REDEMPTION RESERVE		88,480,000		88,480,000
CAPITAL RESERVE				
Balance at the commencement of the year	-		150,046	
Deletion on sale of Subsidaries/JV's	-	-	(150,046)	-
SECURITIES PREMIUM ACCOUNT				
Balance at the commencement of the year	976,256,509		967,094,184	
Add.: Additions during the year (Refer Note No. B-9 of Schedule "16")	429,321,881		9,162,325	
		1,405,578,390		976,256,509
GENERAL RESERVE				
Balance at the commencement of the year	-		11,666,020	
Deletion on sale of Subsidaries/JV's	-		(11,666,020)	
Transfer from Profit and Loss Account	7,888,000		-	
		7,888,000		-
SURPLUS IN PROFIT AND LOSS ACCOUNT		740,081,512		439,889,938
		2,240,773,346		1,504,794,816

Particulars	March 31, 2011		March 31, 2010	
	Amount in ₹	Amount in ₹	Amount in ₹	Amount in ₹
SCHEDULE '4' - SECURED LOANS				
From Banks				
- Working Capital Demand Loan		-		91,000,000
- Cash Credit		-		142,556,121
- Vehicle Loans		-		4,508,071
		-		**238,064,192**
1. Working Capital Demand Loan and Cash Credit facility from banks are secured as under : a) Working Capital Demand Loan and Cash Credit aggregating ₹ 91,000,000 from Union Bank of India are secured by equitable mortgage by deposit of title deeds of the Company's immovable properties situated at Pune, Chennai, Bengaluru, Mumbai and Baroda and first charge ranking pari-pasu for the assets stated in Note b) below and first exclusive charge by way of hypothecation of all tangible movable fixed assets which include Plant and Machinery, Furniture and Fittings, Computers and Vehicles (other than those stated in Note No. 2 below) at locations specified in the supplementary deed dated 4th November, 2004 to composite hyphothecation deed dated 25th June, 2003 and Stocks and Book Debts. b) Cash credit from Lakshmi Vilas Bank are secured by hypothecation of fixed deposit with the said bank. 2. Vehicle loans are secured by charge on the concerned vehicles purchased. Full amounts of loans are repaid during the year and subsequently NOC also received from the respective bank.				

SCHEDULE '5' - FIXED ASSETS

Amount in ₹

PARTICULARS	GROSS BLOCK				DEPRECIATION AND AMORTISATION				IMPAIRMENT			NET BLOCK	
	As at 31.03.2010	Additions	Deductions/ Adjustments	As at 31.03.2011	As at 31.03.2010	For the year	Deductions/ Adjustments	As at 31.03.2011	As at 31.03.2010	For the year	As at 31.03.2011	As at 31.03.2011	As at 31.03.2010
Freehold Land	29,333,500	-	3,118,560	26,214,940	-	-	-	-	-	-	-	26,214,940	29,333,500
Buidings	162,491,695	-	-	162,491,695	19,986,779	3,176,339	-	23,163,119	-	-	-	139,328,576	142,504,913
Leasehold Premisses	29,207,226	3,750,000	13,409,103	19,548,123	20,026,129	4,558,600	13,408,680	11,176,048	-	-		8,372,075	
Computer Hardware	169,533,021	3,914,815	6,958,282	166,489,554	143,779,230	17,866,939	6,254,186	155,391,983	-	-	-	11,097,570	15,556,126
Office Equipment	52,198,871	1,540,892	2,624,142	51,115,621	8,975,740	3,431,468	(2,496,151)	14,903,360	-	-	-	36,212,261	28,643,755
Electrical Fittings	26,978,523	39,740	2,713,756	24,304,507	16,135,991	2,485,108	5,424,015	13,197,085	-	-	-	11,107,422	10,300,568
Furniture and Fixtures	93,149,756	5,478,457	9,271,634	89,356,579	59,822,481	11,463,827	7,629,466	63,656,842	-	-	-	25,699,737	26,483,395
Vehicles	28,622,689	2,938,667	4,888,760	26,672,596	15,969,023	4,390,694	3,275,891	17,083,826	-	-	-	9,588,770	12,467,238
Intangible Assets													
Goodwill	105,440,598	-	-	105,440,598	70,437,509	10,548,414	-	80,985,923	-	-	-	24,454,675	35,003,090
Courseware	439,630,139	30,673,451	-	470,303,590	340,336,604	42,676,757	-	383,013,360	24,339,959	-	24,339,959	62,950,271	74,956,409
Computer Software	197,540,832	14,140,301	9,090,225	202,590,909	123,855,151	26,643,881	9,117,164	141,381,868	41,914,896	-	41,914,896	19,294,145	28,062,042
Patents	836,193	38,792	-	874,985	27,769	167,709	-	195,478	-	-	-	679,507	808,424
Total	**1,334,963,043**	**62,515,114**	**52,074,462**	**1,345,403,695**	**819,352,406**	**127,409,737**	**42,613,251**	**904,148,892**	**66,254,855**	**-**	**66,254,855**	**374,999,948**	**404,119,460**
Total (Previous Year)	1,268,227,901	88,068,156	142,294,302	1,214,001,755	517,879,345	156,763,607	88,590,578	586,052,375	223,823,920		223,823,920	404,119,460	526,518,636
Work-in-Progress	7,341,987	5,278,719	-	12,620,706	-	-	-	-	-	-	-	12,620,706	7,341,990

Particulars		March 31, 2011 Amount in ₹	March 31, 2011 Amount in ₹	March 31, 2010 Amount in ₹	March 31, 2010 Amount in ₹
SCHEDULE '6' - INVESTMENTS					
Long Term Investments '(At Cost, Unless otherwise mentioned)					
Unquoted (Trade):					
Bejing Jadebird IT Education Company (BJBC)					
55,684,931 Equity Shares of a Face Value of US$ 0.000125 (Refer Note No. B-4 of Schedule "16")			1,081,320,756		1,081,320,756
Unquoted (Non-Trade):					
New India Co-operative Bank Limited (4100 Equity Shares of ₹ 10/- each, fully paid-up)			40,900		-
Associates:					
Investment in Philippine Associates ₹	2,929,988				-
Add: Share in Current period loss ₹	(979,979)		1,950,009		
Current Investments (Cost or Market value whichever is lower)					
IDFC Liquid fund FMP,1 Year Plan*		50,162,600		-	
ICICI Prudential FMP Series - 56,1 Year Plan*		50,118,050		-	
LIC MF		173,609		-	
			100,454,260		-
Notes:					
1. Market Value of unquoted investments					
(i) IDFC FMP, Yearly series 42- Growth scheme, 5,016,260 Units @ ₹ 10 each*	50,569,419				
(ii) ICICI FMP, series 56- Yearly plan 5,011,805 Units @ ₹ 10 each*	50,578,134				
(iii) LIC MF	173,609				
	101,321,162				
2. Book Value of unquoted investments	100,454,260				
* During the year the Company has purchased 23,247,285 & sold 13,260,234 of above (i) and (ii) Mutual Fund					
			1,183,765,925		**1,081,320,756**
SCHEDULE '7' - CURRENT ASSETS					
A. INVENTORIES					
(At Lower of Cost or Net Realisable Value)					
Education and Training Materials		16,064,213		16,322,256	
Film under production		17,809,771		-	
Total (A)			**33,873,984**		**16,322,256**
B. SUNDRY DEBTORS					
(Unsecured,Considered Good Except Otherwise Stated)					
Due for Period Exceeding Six Months					
- Considered Good		77,554,703		92,876,579	
- Considered Doubtful		237,945,968		181,852,145	
- Considered Prov for Rebate		133,000,000		163,000,000	
Others Considered Good		117,611,158		180,900,081	
		566,111,829		618,628,804	
Less: Provision for Doubtful Debts		370,945,968		344,852,145	
(Refer Note No. B-13 & 14 of Schedule "16")					
Total (B)			195,165,861		273,776,660

Particulars	March 31, 2011 Amount in ₹	Amount in ₹	March 31, 2010 Amount in ₹	Amount in ₹
SCHEDULE '7' - CURRENT ASSETS (Contd.)				
C. CASH AND BANK BALANCES				
1. Cash in Hand	2,631,948		3,936,869	
2. Balances With Scheduled Banks				
i) Current Accounts	90,259,018		36,447,458	
ii) EEFC Accounts	23,355,118		33,676,338	
iii) Earmarked balances in Banks				
Unpaid Dividend	1,440,014		591,266	
iv) Deposit Accounts	352,612,541		319,209,601	
[including Margin deposit ₹ 200,000/- (Previous year ₹ 5,75,000/-) and including interest accrued ₹ 17,281,603/- (Previous year ₹ 21,451,611/-)]				
3. Balances With Non-Scheduled Banks on Current Accounts -				
Balances with Non-scheduled Banks	-		-	
Total (C)		**470,298,639**		**393,861,533**
D. LOANS AND ADVANCES				
(Unsecured, Considered Good Except Otherwise Stated)				
Advances Towards Share Application Monies (Brazil JV)	3,889,015		11,825,591	
Advances Recoverable in Cash or in Kind	9,351,290		9,571,858	
Deposits	58,039,199		33,394,880	
Advance Tax [Net of Provision for Tax ₹ 157,768,569/- (Previous year ₹ 225,332,841/-)]	128,799,252		186,234,877	
Others	145,287,414		79,771,402	
	345,366,170		320,798,608	
Less: Provision	-		31,689	
Notes: Loans and advances includes **Total (D)**		**345,366,170**		**320,766,920**
a) Considered good ₹ 346,304,688/- (Previous year ₹ 317,483,725/-)				
b) Considered doubtful ₹ Nil (Previous year ₹ 31,689)				
		1,044,704,654		**1,004,727,369**
SCHEDULE '8' - CURRENT LIABILITIES AND PROVISIONS				
A. CURRENT LIABILITIES				
Sundry Creditors	304,928,142		145,869,318	
		304,928,142		145,869,318
Unclaimed Dividend *		1,400,702		591,360
Franchisee/Other Deposits		8,413,790		5,101,009
Other Liabilities		54,992,050		25,350,140
* Includes amounts outstanding to be credited, as and when due, to Investor Education and Protection Fund.		**369,734,684**		**176,911,827**
B. PROVISIONS FOR				
Leave Encashment	15,490,553		10,210,747	
Gratuity	23,764,145		17,077,823	
Proposed Dividend on Equity Shares	121,928,553		48,275,737	
Provision for tax on Proposed Dividend	19,779,860	**180,963,111**	8,017,996	**83,582,304**
		550,697,795		**260,494,131**

SCHEDULES TO CONSOLIDATED PROFIT AND LOSS ACCOUNT

Particulars	For the Year ended March, 2011		For the 15 Months ended March, 2010	
	Amount in ₹	Amount in ₹	Amount in ₹	Amount in ₹
SCHEDULE '9' - INCOME FROM OPERATIONS				
Training and Education Income		1,759,045,197		1,392,502,551
Income from Testing Services Operations		120,721,202		124,239,279
Income from Content Development		27,729,563		59,687,302
		1,907,495,962		**1,576,429,133**
SCHEDULE '10' - OTHER INCOME				
Liabilities no longer required written back		9,884,247		11,849,780
Interest on Income Tax Refunds		9,410,581		2,580,986
Interest Income		26,927,331		33,943,768
Miscellaenous Income		2,250,857		2,247,593
Profit/(Loss) on Sale of Assets (Net)		6,035,410		(32,560)
		54,508,426		**50,589,567**
SCHEDULE '11' - TRAINING AND EDUCATION EXPENSES				
Education, Training Expenses and Course Materials		72,184,265		104,985,658
Course Execution Charges		592,719,288		308,254,726
		664,903,553		**413,240,384**
SCHEDULE '12' - MARKETING AND ADVERTISEMENT EXPENSES				
Advertisement Expenses		129,514,930		132,927,539
Businesss Promotion		2,205,159		1,492,089
		131,720,089		**134,419,628**
SCHEDULE '13' - EMPLOYEE COSTS				
Salary and Other Allowances		359,692,520		426,242,812
Contribution to Provident and Other Funds		20,989,008		25,581,552
Staff Welfare Expenses		7,607,506		11,776,063
Gratuity Charge (Refer Note No.B-19 of Schedule "16")		6,972,710		7,316,270
Esop Compensation Cost (Net) (Refer Note No.B-9 of Schedule "16")		(4,759,055)		(16,024,205)
		390,502,689		**454,892,493**

Particulars	For the Year ended March, 2011		For the 15 Months ended March, 2010	
	Amount in ₹	Amount in ₹	Amount in ₹	Amount in ₹
SCHEDULE '14' - ADMINISTRATION AND OTHER EXPENSES				
Rent		118,142,341		63,815,434
Rates and Taxes		3,901,511		3,578,200
Travelling and Conveyance Expenses		44,599,169		53,887,887
Electricity Charges		21,064,980		23,003,392
Fees Refund		17,311,341		495,873
Communication Expenses		23,148,463		27,401,572
Repairs and Maintenance				
- Buildings	178,498		352,082	
- Plant and Machinery	3,680,100		1,554,251	
- Others	12,032,409		12,031,100	
		15,891,007		13,937,432
Insurance Premium		1,150,152		861,273
Legal and Professional Charges		31,325,630		41,055,454
Provision for Doubtful Debts		152,079,946		67,210,047
Bad Debts / Advances written Off		5,870,323		13,385,894
Audit Fees (Refer Note No.B 18 of Schedule "16")		5,457,068		5,208,211
Safety and Security		18,683,885		16,859,131
Exchange Difference (Net)		1,713,538		6,944,403
Printing and Stationery		7,283,667		8,473,237
Director's Sitting Fees		1,016,626		1,592,354
Miscellaneous Expenses		35,114,511		16,749,228
		503,754,158		**364,459,022**
SCHEDULE '15' - INTEREST AND FINANCE EXPENSES				
Interest on				
Term Loans	5,972,962		-	
Working Capital Demand Loans and Cash Credit Facility	16,813,156		29,223,737	
Others	8,215,122		3,643,522	
Commitment & Finance Charges	3,783,396		3,297,468	
		34,784,637		36,164,727
		34,784,637		**36,164,727**

SCHEDULE "16"

A) Significant Accounting Policies:

(a) Accounting Convention

The Consolidated Financial Statements (CFS) comprises the financial statement of Aptech Limited, ("the Company") and its Subsidiaries, Joint Ventures and Associate (hereinafter collectively referred to as the "the Group") are prepared under the historical cost convention, on an accrual basis in compliance with all material aspects of the applicable accounting standards in India and in accordance with the requirements of the Companies Act, 1956. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year, unless otherwise mentioned in the notes. In case of ACE EDUCACAO PROFISSIONAL do BRASIL S.A. (BRAZIL S.A) the accounts are made in accordance with Brazilian Accounting Practices (Brazil AP) which was converted by management as per Indian Generally Accepted Accounting Principles (Indian GAAP).

(b) Accounting Estimates/Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires the management of the Group to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Although, these estimates/assumptions are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(c) Principles of consolidation

i) The financials statements of the Aptech Limited and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and transactions as per Accounting Standard (AS) 21 "Consolidated Financial Statements".

ii) Interests in Joint controlled entities, where the Company is direct venture, are accounted using the proportionate consolidation method as per AS 27 – "Financial Reporting of Interests in Joint Ventures".

iii) The CFS include the share of profit/loss of associate companies, which are accounted under the 'Equity method' in accordance with AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements" as per which the share of profit of the associate company has been added to the cost of investment. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.

iv) The excess/deficit of cost to the Company of its investment in subsidiary companies over its share of the net worth in the consolidated entities at the respective dates on which the investment in such entities are made is recognised in the CFS as goodwill/capital reserve.

v) Entities acquired during the year have been consolidated from the respective dates of their acquisition unless otherwise mentioned in the notes.

vi) The CFS are prepared by using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible, are made in the CFS and are presented in the same manner as the Company's separate financial statements except otherwise stated elsewhere in this schedule. However, since certain subsidiaries/joint ventures which function in a different countries and have different regulatory environment, certain accounting policies differ in accordance with GAAP of the respective countries.

vii) Translation of foreign subsidiary is done in accordance with AS–11 (Revised) "The Effects of Changes in Foreign Exchange Rates". In case of foreign subsidiaries and joint ventures the financial statements have been translated into Indian rupees. The Assets and liabilities which are non integral have been translated at closing rate. The income and expenditure items have been translated at the average rate for the year. Resulting Exchange difference are accumulated in the foreign currency translation reserve account until the disposal of the investment.

viii) In case of foreign subsidiaries which are integral the foreign exchange transaction is recorded at the rate of exchange prevailing on the date of transaction. Current assets and liabilities are translated at the year-end closing rates. The resulting exchange gain/loss is reflected in the profit and loss account.

ix) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the group in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments.

x) The list of entities included in CFS is mentioned in Note B.1

(d) **Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any cost, attributable to bringing the asset to its working condition for its intended use.

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization.

(e) **Depreciation and Amortisation**

Depreciation on fixed assets is provided on Straight-Line Method at the rates and in the manner specified in the Schedule XIV of the Indian Companies Act, 1956, except,

a) Certain items of plant and machinery (including computers) installed at and used in institutional projects, which are depreciated over the number of years till the completion of the period of the contract when the assets are transferred to those parties.

b) Vehicles purchased under the "Own Your Car" (OYC) scheme for the employees, which are depreciated over the period of the scheme.

c) Goodwill arising on acquisition of business unit is amortised over a period of ten years.

d) Depreciation on Buildings, Computer Hardware, Software, courseware and Furniture & Fixtures acquired on or after 1st January, 2006 is provided at the following rates based on estimated useful life –

Office Premises	3.33%
Furniture & fixtures	20.00%
Computers Hardware, Software and Courseware	33.33%

e) Depreciation on furniture and fixtures, which are installed at leasehold premises, are amortised over lease period

f) Depreciation on the fixed assets added/disposed off/discarded during the year has been provided on pro-rata basis with reference to the date of addition/disposition/discardation.

g) Assets purchased during the year whose acquisition cost is ₹ 5000 or less are depreciated fully in the month of purchase.

h) The method/rates of depreciation which are different other than above, followed by any entities, if any, are disclosed by way of notes to accounts.

(f) **Impairment of Fixed Assets**

At each balance sheet date, the management reviews the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, an asset is treated as impaired when the carrying cost of the assets exceed its recoverable value. An impairment loss, if any, is charged to the Profit and Loss Account in the year, in which an asset is identified as impaired. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exist or have decreased.

(g) **Borrowing Costs**

Borrowing costs attributable to acquisition or construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such asset is ready for its intended use. All other borrowing costs are charged to Profit and Loss account in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(h) **Foreign Currency Transactions**

Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. Foreign currency monetary items are reported using closing rate of exchange at the end of the year. The resulting exchange gain/loss is reflected in the Profit and Loss Account. Other non-monetary items, like fixed assets, investments in equity shares, are carried in terms of historical cost using the exchange rate at the date of transaction. Premium/discount, in respect of forward exchange contract is recognized over the life of the contracts. Profit/Loss on cancellation/renewal of forward exchange contract is recognized as income/expense for the year.

(i) **Investments**

Investments are classified into Current and Long–term Investments.

Investments which, being readily disposable and are intended to be held for period lesser than a year are considered as 'Current' and other Investments are termed as 'Long Term'. Current Investments are stated at lower of cost and fair value.

Long Term Investments are stated at cost after deducting provision, if any, for diminution in value considered being other than temporary in nature.

(j) **Inventories**

Inventory is valued at cost or net realizable value whichever is lower.

Inventory containing self developed animation films are capitalized. Cost comprise of attributable direct cost and overheads. Cost incurred on the projects which are not completed is inventorised to the extent work is completed or is to be exploited for commercial purpose. Cost is determined on a weighted Average basis.

(k) **Derivative instruments and hedge accounting**

The Company has started hedging its risk of foreign currency fluctuations relating to receivables of highly probable forecast transactions pertaining to franchise income by entering into Exchange Traded Futures (ETF's). In accordance with Company's risk mitigating policy, it has designated these ETF's as cash flow hedge by early application of the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instrument- Recognition and Measurement" (AS-30) to these transactions. Accordingly, changes in the fair value of these ETF's designated as effective hedges for the future cash flows are recognised directly in shareholder's funds and ineffective portion thereof is recognised directly in the ' Profit and Loss Account'. The Group designates these hedging instruments as cash flow hedge applying the recognition and measurement principles set out in the AS-30.

As per the ICAI Announcement, accounting for derivative contracts, other than those covered under AS-11, are marked to market on a portfolio basis, and the net loss after considering the offsetting effect on the underlying hedge item is charged to the profit and loss account. Net gains are ignored.

(l) **Government Grants**

Government Grants are recognized when there is reasonable assurance that the Group will comply with the condition attaching to them and the grants will be received. Revenue grants are recognized in the Profit and Loss Account. Capital grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets. Other capital grants are credited to capital reserve.

(m) **Revenue Recognition**

a) **Training and Education Income**

Revenue in respect of Training and Education services is recognised on rendering of services, only when it is reasonably certain that the ultimate collection will be made. The revenue from fixed time contracts is recognized over the period of contracts or as per terms of the contract. For services rendered through franchisees only the Company's share of revenue is recognized as per the terms of the contract. For the centres owned by the Company, the income is recognised over the period of provision of services to the students.

Income from training courses in advance cinematic (including share of Franchisee Operation) is accounted on accrual basis. Franchisee (including master franchisee) share of fees are booked as expense. Income from student fees is accounted over the tenure of course. Dues, remaining outstanding from the students for the period of six months, if any, are derecognized as revenue.

b) **Sale of Education Course Materials**

Revenue in respect of sale of Education course materials is recognised on delivery of the course materials to the customers.

c) **Sale of Films**

Revenue on Self Developed Intellectual Property is recognised in the financial year in which the Intellectual Property is commercially exploited.

d) **Dividend**

Dividend income is accounted for when the right to receive the payment is established.

e) **Interest**

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

(n) Retirement Benefits

i. Defined Contribution plan

The Group makes defined contribution to Provident Fund and Superannuation Fund contribution to defined contribution retirement benefits plans for qualifying employees. Under the schemes, the Group are required to contribute a specified percentage of the payroll costs to fund the benefits. Defined contribution benefits are recognized as an expense at the undisclosed amount in the profit and loss account of the year in which the related service is rendered.

ii. Defined benefit plan

The Company's liabilities under Payment of Gratuity Act (funded) and long-term compensated absences are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method except for short term compensated absences, which are provided on estimates. Actuarial gain and losses are recognized immediately in the statement of profit and Loss account as income or expenses. Obligation is measured at the present value of estimated future cash flows using the discounted rate that is determined by reference to market yields at the balance sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

(o) Employees Stock Option Plan (ESOP)

In respect of the stock option granted to employees pursuant to the Company's stock option schemes, accounting is done as per the intrinsic value method permitting by the SEBI guideline, 1999 and the Guidance Note on Share Based Payment issued by the ICAI, whereby the intrinsic value of the option is recognized as deferred employee compensation. The deferred employee compensation is charged to Profit and Loss Account on straight line basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation expense, to the extent of the amortised portion of value of lapsed portion. The costs incurred on account of ESOP granted to employees of subsidiary companies are recovered from the subsidiaries.

(p) Income Tax

i) Tax expense comprises of current and deferred tax.

ii) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income tax Act, 1961.

iii) The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet Date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

iv) The Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. Deferred tax assets in case of China operations are recognised at appropriate tax rates based on reasonable certainty.

At each balance sheet date the Companies in the Group re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Companies in the Group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

v) Minimum alternative tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustments of future income tax liability, is considered as an asset if there is convincing evidences that the group will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that the future economic benefits associated with it will flow to the Group and the asset can be measured reliably.

(q) **Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(r) **Operating Lease**

Leases arrangements, where the risks and rewards incidental to ownership of an asset substantially vests with the lessor, are recognised as operating leases and lease rentals thereon are recognised in the profit and loss account on a straight-line basis.

(s) **Segment Reporting Policies**

i) **Identification of segments**

The Group's has disclosed Business Segment as the primary segment. Segments have been identified taking into account the nature of the products and services provided, the differing risks and returns, the organization structure and internal reporting system.

The Group's has identified geographical markets as the secondary segments. Geographical revenues are allocated based on the location of the customer. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

ii) **Inter segment Transfers**

The Group generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

iii) **Allocation of Income and expenses**

Income and expenses directly attributable to segments are reported under each reportable segment. Common expenses which are not directly identifiable to each reporting segment have been allocated to each reporting segment on the basis of relative contribution of each segment to the total common costs.

All other income and expenses which are not attributable or allocable to segments have been disclosed as unallocable items.

iv) **Allocation of Assets and liabilities**

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

(t) **Provisions, Contingent Liabilities and Contingent Assets**

i) A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

ii) Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date.

iii) Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

iv) Contingent liabilities are possible but not probable obligations as on the balance sheet date, based on the available evidence.

v) Department appeals, in respect of cases won by the Company, are also considered as contingent Liabilities.

vi) Contingent Assets are neither recognised, nor disclosed in the financial statements.

vii) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

B) NOTES ON ACCOUNTS

1. The names of Subsidiary Companies and Joint Venture, which are included in the consolidation and the Company's holdings therein are as under:

Name of the Company	Country of Incorporation	Ownership Interest 31st March, 2011	Ownership Interest 31st March, 2010
Subsidiaries			
Aptech Training Limited FZE	UAE	**100%**	100%
Aptech Worldwide Corporation, USA	USA	**100%**	100%
Aptech Software Limited. (Merged with holding company on 1st April, 2009)	India	**100%**	100%
Attest Testing Services Limited	India	**100%**	100%
AGLSM SDN.BHD	Malaysia	**100%**	100%
Avalon Aviation Academy Private Limited	India	**100%**	100%
Aptech Manpower Services Ltd (ceased w.e.f. 31st December, 2010)	India	**100%**	100%
Maya Entertainment Limited (w.e.f. 23rd April, 2010)	India	**100%**	-
Aptech Ventures Limited	Mauritius	**100%**	100%
Aptech Investment Enhancers Limited (Subsidiary of Aptech Ventures Limited)	Mauritius	**100%**	100%
Aptech Global Investment Limited (Subsidiary of Aptech Training Limited FZE)	Mauritius	**100%**	100%
ACE Educação Profissional do Brasil S.A (Subsidiary of Aptech Global Investment Limited)	Brazil	**51%**	51%
Associate			
Aptech Phillippines Incorporation (w.e.f. 23rd June, 2010)	Philippines	**40%**	-

2. The CFS of the Group have been prepared and presented for the year ended 31st March, 2011 against period of fifteen months in previous period i.e. from 1st January, 2009 to 31st March, 2010 ('the period'). The previous period figures do not include figures of Maya Entertainment Limited (MEL) which became the subsidiary of the Company from April 2010. Therefore the figures of current year are not comparable with previous period.

3. During the year ended 31st March, 2011:

   i) In terms of share purchase agreement dated 27th January, 2010 the Company has acquired 89.66% of shareholding in Maya Entertainment Limited (MEL) on 23rd April, 2010 for consideration of ₹ 88,781,916/- in cash and issue of 1,717,103 and 479,670 equity shares at ₹ 216 and ₹ 158 per share respectively. The balance 10.34% shares in MEL, owned by a non resident company (INTEL) also to be acquired by the Company for cash subject to approval of Reserve Bank of India (RBI) to be obtained by seller. The said permission by RBI has been received in February 1, 2011. Accordingly, these shares which are in process of being transferred in favour of the company have been considered as Investment by the company in financial statement under report. The requisite amount for the said 10.34% holding of INTEL in Maya Entertainment Limited has already been parked in Escrow account. Although the MEL had become subsidiary w.e.f. 23rd April, 2010, the financial statement of "the Group" is including MEL financial statements from 01st April, 2010, in accordance with Accounting Standard (AS) 21 "Consolidated Financial Statements".

   ii) Subsequently, the excess/deficit of cost to the Group of its investment in the said subsidiary company over its share of the net worth in the consolidated entities at the respective dates on which the investment in such entities are made is recognised in the CFS as Goodwill on consolidation amounting of ₹ 683,206,848/-. Out of the total purchases consideration of MEL sum of ₹ 50,000,000/- has been parked in escrow agency to be adjusted for any claim arising over period of two years.

   iii) The Company has invested in Aptech Philippines Incorporation, Philippines through its subsidiary Aptech Global Investments Limited, Mauritius, with a stake of 40% holding, for expansion of education and training in information technology. The same has been accounted in CFS as per equity method in accordance with the AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements".

4. The CFS of Aptech Ventures Limited (AVL) includes Financial Statements of its wholly owned and controlled subsidiary Aptech Investment Enhancers Limited (AIEL). The AIEL has acquired 19.50% as a long-term investment and 2.91% as a short-term investment, to be offloaded on the IPO listing as per the definitive agreement signed in March 2009 in BJB Career Education Company Limited (Investee Company) in which the holding is 22.41%. Although the Group has a Board representation,

considering its non participation in the financial and operational decision making process, management is of the considered view that there is little influence in the investee company's decision making process and therefore considers this investment as merely strategic and cannot be termed as an "Associate' in term of provisions of Accounting Standard 23 – "Accounting for Investment in Associates in Consolidated Financial Statements" (AS 23), for the purpose of being reflected, as such, in the books of accounts. Accordingly, the investment made in the Investee Company has been reflected as an investment at the acquisition cost in term of provisions of Accounting Standard 13 – "Accounting for Investment" (AS 13).

5. **Capital Commitments and Contingent Liabilities:**

Amount in ₹

Particulars		As on 31st March, 2011	As on 31st March, 2010
A.	**Capital commitments:**		
	Estimated amounts of contracts remaining to be executed on capital account and not provided for	**9,748,660**	6,584,401
B.	**Contingent liabilities in respect of:**		
	i) Claims against the Company not acknowledged as debts	**104,554,702**	98,268,772
	ii) Counter guarantee to bank for projects	**286,80,426**	31,426,669
	iii) In respect of Tax matters	**13,809,562**	-

6. In accordance with Accounting Standard (AS) 11 "The Effects of Changes in Foreign Exchange Rates" AGLSM SDN.BHD, Malaysia, Aptech Venture Limited (AVL), Aptech Investment Enhancers Limited (AIEL), Aptech Global Investment Limited (AGI), (located in Mauritius) is considered as integral operation. Aptech Worldwide Bangladesh Limited, Bangladesh is considered as integral operation but due to operational difficulties the translation procedures relating to addition to fixed assets, income and expenses are worked out at average rates. Brazil S.A. is considered as non-integral operation.

7. The reporting period of Aptech Wordlwide Bangladesh Ltd., Bangladesh is October to September. The figures of the said Subsidiary are consider in CFS upto September, 2009. In case of ACE Educação Profissional do Brasil S.A. the unaudited financial statements up to 31st December, 2010 were considered in CFS. There are no material transactions in the above subsidiaries between the reporting period of "the Group" and the reporting period of the Company.

8. The Group Company's subsidiary, Aptech Investment Enhancer Limited, Mauritius (AIEL) received dividend of ₹ 325,500,387/- from Beijing Aptech Beida Jade Bird IT Education Company Limited, China (BJBC).

9. Based on the resolution for Employee Stock Option Scheme ('Scheme') approved by the shareholders on 16th September, 2006, the Aptech Employees Stock Options Trust - 2006 ("Trust') was set up on 6th December, 2006 and 15,00,000 Warrants of ₹ 1/- each have been granted by the Company to the Trust on 12th March, 2007.

   The employees/directors were granted 1,165,000 stock options on 19th March, 2007 effective from 4th May, 2007 post Fringe Benefit Tax clarification. 1,065,000 stock options were issued to eligible employees and 100,000 stock options to Non Executive Directors. 1,065,000 stock options granted to eligible employees have been granted with a vesting schedule comprising 159,750, 213,000, 266,250 and 426,000 stock options over a vesting period of 12, 24, 36 and 48 months respectively from the grant date and an exercise period of one year from the respective vesting dates. The right to exercise 50% of the vested stock options shall be subject to the employees continuance of service with the Company on the exercise date, 25% of the vested stock option shall be subject to achievement of KRA (Key result area) as decided by the Managing Director and balance 25 % of the vested stock option shall be based on financial performance with reference to budgets.

   During the year 226,168 options were vested with the employees. The options have been repriced at ₹113/- as against the formula approved by Shareholders based on the powers given by the Shareholders to the Board to alter, vary and modify the scheme. The stock option discount in the aforesaid scheme, computed as per SEBI guidelines from the date of grant viz. 19th March, 2007, is being amortised on a straight line basis over the vesting period. Accordingly, during the year proportionate net recovery of ₹ 4,759,055/- (Previous period ₹ 16,024,205/-), has been included in "Salaries and other allowances" in the schedule of "Payments to and Provisions for Employees" (Schedule "13") as ESOP Compensation Cost. The said cost is net of recoveries of ₹ 201,613/-(Previous period ₹ 201,485/-) made from ESOPs granted to employees of wholly owned subsidiaries. During the year, 306,130 stock options (Previous period 444,089) have lapsed/forfeited/expired and reversal of discount charge aggregating ₹ 14,344,814/- (Previous period ₹ 30,963,414/-) has been credited to "Salaries and other allowances" in the schedule of "Payments to and Provisions for Employees" (Schedule "13") as ESOP Compensation Cost. The net reserve as reflected in Schedule "2" under ESOP-2006 scheme is net of ESOP Outstanding account ₹ 19,461,019/- (Previous year ₹ 30,633,975/-) and Deferred Employee Compensation Account ₹ 809,823/- (Previous year ₹ 5,120,563/-).

During the year, 264,832 (Previous year 197,764) stock options were exercisable against which 24,314 (Previous year 48,350) were exercised. Accordingly ₹ 4,607,503/-(Previous period ₹ 9,162,325/-) was transferred from Employee Stock Options Outstanding (ESOP 2006) Account to Securities Premium Account in Schedule "3".

Details of Options Granted, exercised and lapsed	Year Ended 31st March, 2011	15 Months ended 31st March, 2010
Options granted and outstanding as the beginning of the year	**619,150**	846,589
Add: Granted during the year	**132,625**	265,000
Less: Lapsed/Forfeited/Expired during the year	**306,130**	444,089
Less : Options exercised during the year	**24,314**	48,350
Options granted and outstanding as the end of the year	**421,331**	619,150
Option Exercisable	-	22,650

*Includes 12,000 (Previous year 21,500) options granted to employees of Subsidiary companies.

Fair value of Options granted by the Company on 6th May, 2010 is ₹ 70.64 per option.

The Fair value of the options used to compute adjusted net profit and earnings per share have been done by an independent valuer on the date of grant using Black- Scholes Model. The key assumptions and the Fair Value are as under

Grant date : 6th May, 2010	Vest 1 6th May, 2011
Variables	
Stock price (₹)	150.25
Volatility	73.72%
Riskfree Rate	5.39%
Exercise Price (₹)	113
Time to Maturity (in years)	1.5
Dividend Yield	0.00%
Fair Value per Vest (₹)	70.64
Vesting	100%
Option Fair value (₹)	70.64

The Fair Value of the Options has been calculated using Black-Scholes Option Pricing Formula.

Had the compensation cost for the stock options granted under ESOP scheme been recognized, based on fair value at the date of grant in accordance with Black and Scholes Model, the adjusted amount of net profit and earnings per share of the Company would have been as under:

Amount in ₹

Particulars	As on 31st March 2011	As on 31st March 2010
Net Profit	78,879,149	864,343,838
Compensation Cost as per Intrinsic Value	4,195,281	15,190,500
Compensation Cost as per Fair Value	8,966,076	21,010,200
Adjusted Net profit	74,108,354	858,524,138
Weighted average number of equity shares Outstanding during the year/period	48,468,190	46,518,374
Add: Diluted Impact of Employee Stock Option	343,038	748,027
Diluted (No. of Shares)	48,811,228	47,266,401
Face Value of Equity share in ₹	10	10
Reported earning per share		
Basic	1.63	18.58
Diluted	1.62	18.29
Adjusted earning per share		
Basic	1.53	18.46
Diluted	1.52	18.16

10. Aptech Training and Education Trust setup in Tamilnadu to which company had advanced ₹ 6,266,637/- (Previous year ₹ 6,266,637/-) in earlier years which are fully provided for. During the current year, full amount has been written off.

11. Application made by Aptech Manpower Services Limited, a wholly owned subsidiary under Easy Exit Scheme 2011 with Register of Companies Maharashtra on 14th January, 2011 has been approved by the Ministry of Corporate Affairs and accordingly, the said company stands dissolved effective 21st April 2011, hence the amount of Investment ₹ 500,000/- and Loans ₹ 490,376/- which was fully provided for has been written off.

12. In 2007, the Company and Asian Institute of Communication & Research (AICAR) had formed a strategic alliance to create a premier educational institute of world-class quality. The AICAR Business School is a world-class Residential Institute offering Graduate Students and Corporate the opportunity to enhance skills in the research and development of management and communication practices of a standard unparalleled in most other institutes.

    The two-year full time Post Graduate Diploma in Management offered by AICAR Business School is approved by the All India Council of Technical Education, New Delhi and is affiliated to the Directorate of Technical Education Board, Government of Maharashtra.

    The company has advanced of ₹ 62,999,662/- inclusive of interest (Previous year ₹ 55,558,230/-) to AICAR.

13. Sundry Debtors and Sundry Creditors and some Bank balances are subject to confirmation & reconciliation.

    Sundry Debtors are net of ₹ 77,311,907/- (Previous year ₹ 77,653,267/-) being the amounts payable to franchisees/vendors for services rendered to Institutional Clients by the Company, since as per the contract terms the same are payable only after the recovery from Institutional.

    In one of the subsidiary the disclosure under 'Sundry Debtors' relating to amount outstanding for a period exceeding six months is not ascertained, in view of the system difficulty in allocating receipts against the proportionate revenue recognized on accrual basis.

14. Out of the dues receivable by the Company from one Institutional project which was completed, ₹ 7,598,755/- has been held back by the client during the period (Previous year ₹ 7,059,458) towards certain alleged non-fulfillment of the Contract Terms without giving the requisite details. The outstanding balance receivable by the Company as on 31st March, 2011 is ₹156, 257,586 (Previous year 174,752,347).

    Further, the Company has to recover since long, ₹ 59,886,303/- (Previous year ₹ 59,886,303/-) from another institutional client who has held back ₹ 9,469,000 (Previous year ₹ 9,029,038/-) towards certain alleged non fulfillment of contract terms. The Company has to recover ₹ 50,417,303/- (Previous year ₹ 50,857,265/-) over and above the aforesaid penalty. Against the aforesaid receivable, the Company has to pay the business partners ₹ 30,417,303/- (Previous year ₹ 30,778,365/-) only on recovery from the project client, after adjustment of penalty attributable to them.

    Pending the final outcome of the discussions/correspondence with the clients, as a measure of caution, the Company has provided in current year ₹ 3,157,586 as doubtful debt aggregating to ₹ 185,726,586/- as at 31st March 2011 (as at end of Previous period ₹ 182,569,000/-).

15. **Related Party Disclosures:**

    a) Names of related parties and description of relation:

       i) Key Management Personnel : Mr. Ninad Karpe (w.e.f 1st April, 2009) Managing Director

    b) Transactions with related parties:

Amount in ₹

Nature of Transactions	Key Management Personnel	Total
Expenses (Remuneration)	9,735,894	9,735,894
(Previous year)	(22,061,588)	(22,061,588)

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

    c) Out of the above items transactions with in excess of 10% of the total related party transactions are as under:

Transaction	Relationship	Year Ended 31st, March 2011	15 Months ended 31st, March 2010
Expenditure: Remuneration			
Mr.Pramod Khera	Key Management Personnel	-	10,860,594
Mr.Ninad Karpe	Key Management Personnel	9,735,894	11,200,994

16. **Earnings per Share:**

	Year ended 31st March, 2011	15 Months ended 31st March, 2010
(Loss) / Profit after tax attributable to Shareholders (₹)	449,787,985	(223,457,886)
Weighted average number of equity shares Outstanding during the year		
Basic	48,468,190	46,518,374
Add: Diluted Impact of Employee Stock Options	343,038	748,027
Diluted	48,811,228	47,266,401
Nominal value of equity shares (₹)	10/-	10/-
Basic EPS (₹)	9.28	(4.80)
Diluted EPS (₹)	9.21	(4.80)

17. **Operating Leases:**

Amount in ₹

Obligation on non-cancellable operating lease	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Lease payment for the period/year	16,082,323	8,380,688
Not later than one year	14,305,834	7,158,463
Later than one year and not later than five years	-	4,645,594
Later than five years	-	-

The maximum obligation on non-cancellable operating lease payable as per the lease agreement is as follows:

18. **Payment to Auditors (net of service tax):**

Amount in ₹

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Audit Fees	3,340,259	2,916,775
Tax Audit Fees	655,927	812,476
Limited Review	645,000	750,000
Certification / Other Fees:		
Tax advisory	282,255	192,275
Management Consultancy (M & A)	324,176	350,000
Company Law Matters	75,000	70,000
Reimbursement of Expenses	134,451	116,685
Total	**5,457,068**	**5,208,211**

Note: Apart from above ₹ 495,000 paid to auditor accounted in Investment.

19. **Retirement Benefits**

A) **Defined benefit plan**

The amount recognized in the balance sheet in respect of the gratuity:

Amount in ₹

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Present value of the defined benefit obligation at the end of the year	27,712,139	20,933,207
Fair value of the plan assets	3,947,994	3,855,385
Net Liability/(Assets)	23,764,145	17,077,822

The amount recognized in salary and employee benefits in the profit and loss account as follows in respect of the gratuity:

Amount in ₹

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Current Service Cost	4,566,733	5,116,425
Interest on defined benefit obligation	1,811,775	1,868,192
Expected return on plan assets	(389,565)	(749,114)
Net actuarial (Gain)/Loss on plan Assets	774,104	903,120
Net Gratuity Cost	6,763,047	7,138,622

Actual Return on plan assets:

Amount in ₹

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Expected Return on plan assets	389,565	749,114
Acturial Gain/(Loss) on plan assets	(389,565)	635,919
Actual return on plan assets	-	1,385,033

Reconciliation of present value of the obligation and the fair value of the Plan assets

Amount in ₹

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Opening defined benefit obligation at the beginning of the year	20,933,207	19,927,381
Addition due to acquisition of a Company	2,444,544	-
Current Service Cost	4,566,733	4,851,709
Interest cost	1,811,775	2,132,908
Actuarial (Gain)/Loss	545,785	1,539,038
Benefit Paid	(2,589,907)	(7,517,829)
Closing defined benefit obligation at the end of the year	27,712,137	20,933,207

Change in fair value plan assets

Amount in ₹

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Fair value of the plan assets at the beginning of the year	3,855,385	9,988,181
Addition due to acquisition of a Company	1,338,809	-
Expected return on plan assets for the for the year	389,565	749,114
Contributions during the period	1,182,461	-
Benefits paid during the period	(2,589,907)	(7,517,829)
Acturial Gain/(Loss) on plan assets	(228,319)	635,919
Fair value of the plan assets at the end of the year	3,947,994	3,855,385

General description of the fair value of the plan

Gratuity liability under the Payment of Gratuity Act, 1972 is accrued on actuarial valuation and funded through group gratuity scheme of the holding company administrated by ICICI Prudential Life Insurance Company Limited.

The amount recognized in the balance sheet in respect of the Leave Encashment:

Amount in ₹

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Present value of the defined benefit obligation at the end of the year	13,340,022	10,210,737
Fair value of the plan assets	-	-
Net Liability/(Assets)	13,340,022	10,210,737

The amount recognized in salary and employee benefits in the profit and loss account as follows in respect of the:

Amount in ₹

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Current Service Cost	2,467,615	3,189,257
Interest on defined benefit obligation	791,332	776,676
Expected return on plan assets	-	-
Net actuarial (Gain)/Loss on plan Assets	1,942,520	724,450
Net Compensated absences/Leave encashment Cost	5,201,467	4,690,383

Reconciliation of present value of the obligation

Amount in ₹

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Opening defined benefit obligation at the begining of the year	10,210,737	8,284,541
Current Service Cost	2,467,615	3,189,257
Interest cost	791,332	776,676
Actuarial (Gain)/Loss	1,942,520	724,450
Benefit Paid	(2,072,182)	(2,764,187)
Closing defined benefit obligation at the end of the year	13,340,022	10,210,737

Principal Actuarial Assumptions at the balance sheet date 31.03.2011 for Gratuity and Leave Encashment

Particulars	Year ended 31st March, 2011	15 Months ended 31st March, 2010
Discount Rate	8.00%	7.75%
Estimated rate of return on plan assets	7.50%	0.00%
Rate of Salary Growth	6.75%	6.50%

B) **Defined Contribution Plan –**

Amount recognized as an expense and included in the Schedule 13 - "Contribution to Provident & Other Funds – ₹ 20,989,008/- (Previous year ₹ 25,581,522/-).

20. Deferred Tax

Deferred Tax Asset on carry forward business losses/depreciation and other reversible timing differences has not been recognized as a matter of prudence.

Deferred Tax (Asset)/Liability at the period end comprise timing difference on account of :-

Amount in ₹

Particulars	Consolidated Amount As on 31st March, 2011	Consolidated Amount As on 31st March, 2010
Carried forward Unabsorbed Depreciation	317,428,626	322,532,271
Carried forward Business Loss	136,285,936	149,255,045
Carry Forward Capital Loss	34,413,525	30,189,869
Provision For Bad Debts	76,051,047	75,727,953
Related to Fixed Assets	3,690,806	2,577,396
Total Deferred Tax Asset (A)	**567,869,939**	**580,282,534**
Related to Fixed Assets	38,295,175	48,297,048
Expenditure/provisions	-	-
Total Deferred Tax Liability (B)	**38,295,175**	**48,297,048**
Net Deferred Tax Asset (A-B)	**529,574,764**	**531,985,486**

Deferred Tax Asset is not recognized on Losses and unabsorbed depreciation in certain subsidiaries out of prudence.

21. Segmental Report for the year of the group is annexed.

22. A) Managerial remuneration to Managing Director ('MD') and Executive Director ('ED') under Section 198 of the Companies Act 1956:

Amount in ₹

Particulars	Year Ended 31st March, 2011	15 Months ended 31st March, 2010
	MD	MD
Salaries and Allowances	8,915,000	14,538,294
Contribution to Provident and other funds	820,894	7,523,294
	9,735,894	**22,061,588**

Notes:

i. The computation of net profits under Section 349 of the Companies Act, 1956 is not given since no commission is payable to any director.

ii. In determination of Managerial remuneration, certain perquisites have been valued in accordance with Income Tax Act, 1961.

iii. As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors are not included above.

iv. Under the Employee Stock Option Scheme 2006, Mr. Ninad Karpe, Managing Director & CEO was granted 265,000 stock options in three phases in April 2009.out of which during the year 140,219 stock options were lapsed as on 31st March, 2011.

v. The Company has received approvals from the Central Government on dated 9th May, 2010 for waiver of excess remuneration of ₹ 4,681,225/- paid to the erstwhile Managing Director Mr. Pramod Khera during the period 01.01.2009 to 31.03.2009. The managerial remuneration for the year under report being in excess by Rs 2,503,601 limits specified under section 198 read with Schedule XIII of the Act, the application for the approval of Central Government for the waiver of such excess is being made by the company.

vi. In one of the subsidiary:

a) In absence of profits during the previous year 2009-10 under audit, the payment of remuneration to the Managing Director approved by the shareholders, being in excess of the limits prescribed under Schedule XIII to the Companies Act, 1956, is subject to the approval of the Central Government. Pending such approval for which application has been made, the amount debited to the Profit and Loss Account includes ₹ 3,046,718/- which is in excess of the limits prescribed under Schedule XIII to the Companies Act, 1956.

b) Advance Recoverable in Cash or kind or Value to be received 'includes ₹ 856,539/- (P.Y. ₹ 856,539/-) (Maximum amount outstanding ₹ 856,539/-) recoverable from one of the erstwhile Executive Director being excess remuneration paid in the earlier years.

c) The remuneration paid to the then Managing Director for the financial year 2008-09 being in excess of the limits prescribed under the Act by ₹ 54,29,000, for which the Company had applied to the Central Government (CG) and on 31st August, 2009 the permission was granted by CG up to ₹ 53,40,000. As a result, the remuneration paid for that year become excess by ₹ 89,000. The said sum is recoverable by the Company from the said Managing Director.

B) Some of the subsidiaries have paid Remuneration to Directors who in the opinion of the Company, do not wield as much powers of management of the affairs of the Company or of a particular function to be considered as a Whole-time Director. The employment of the director with the Company does not arise due to his position as a director, being an independent position. Hence in the Company's opinion, it is not required to comply with the provisions of the Companies Act, 1956 pertaining to remuneration limits of director and disclosure thereof, etc.

The company has relied upon an expert legal opinion obtained in this regard and also the latest circular (No.16/39/CL–1–111/85 dated 26th June, 1987) issued by the Department of Company Affairs.

23. The dividend income, gain/loss on sale of investments/assets may not be comparable on year to year basis.

24. The figures for the previous accounting year have been regrouped/rearranged wherever necessary to correspond with the figures of the current year.

For and on behalf of
KHIMJI KUNVERJI & CO.
Chartered Accountants
Firm Registration No. 105146W

Shivji K. Vikamsey
Partner
Membership No. 2242

Place : Mumbai
Date : 30th May, 2011

For and on behalf of the Board of Directors

Ninad Karpe
Managing Director & CEO

C. Y. Pal
Vice Chairman

T. K. Ravishankar
Executive Vice President & CFO

Ketan Shah
Company Secretary

Segmental report for the year ended 31st March 2011

Primary Segment information : Business Segment

Amount in ₹

Particulars	2011				2010			
	Business Segments				Business Segments			
	Retail	Institutional	Unallocable	Total	Retail	Institutional	Unallocable	Total
Revenue								
Income from Segment	1,634,607,149	272,888,812	21,424,875	1,928,920,837	1,277,384,917	299,044,215	15,266,011	1,591,695,144
Results before Interest and Tax and Exceptional Items	255,743,957	28,792,403	(177,160,111)	107,376,249	332,082,719	(50,765,618)	(214,598,289)	66,718,812
Add: Interest Incomes	-	-	36,337,912	36,337,912	-	-	36,524,754	36,524,754
Less: Interest Exp. and Finance Charges	-	-	34,784,637	34,784,637	-	-	36,164,727	36,164,727
Profit before Tax and Exceptional Items	255,743,957	28,792,403	(175,606,836)	108,929,524	332,082,719	(50,765,618)	(214,238,262)	67,078,839
Exceptional Items:-								
Loss on Sale of Stake in Subsidiary/JV		-	-	-	-	-	11,850,165	11,850,165
Provision for Diminution in Investment	-	-	-	-	-	20,000,000	-	20,000,000
Extraordinary Items:-								
Dividend from Investments	-	-	325,500,387	325,500,387	-	-	-	-
Profit / (Loss) before Tax	255,743,957	28,792,403	149,893,552	434,429,912	332,082,719	(30,765,618)	(202,388,097)	98,929,004
Less: Provision for Current tax	213,124	148,128	4,686,589	5,047,841	260,000	90,637	328,244,687	328,595,324
Less: Share of Loss in investments of Associates	979,979	-	-	979,979	-	-	-	-
Add/(Less) : Minority Interest	-	-	21,385,894	21,385,894	-	-	6,208,434	6,208,434
Profit / (Loss) after Tax	254,550,854	28,644,275	166,592,856	449,787,986	331,822,719	(30,856,255)	(524,424,350)	(223,457,886)
Other Information				-				
Carrying amount of Segment Assets	532,617,070	73,451,528	-	606,068,598	420,582,859	103,231,514	-	523,814,373
Unallocable Corporate Assets	-	-	2,693,229,483	2,693,229,483	-	-	2,003,727,492	2,003,727,492
Carrying amount of Segment Liabilities	267,358,756	25,013,094	-	292,371,849	105,575,571	74,785,827	-	180,361,398
Unallocable Corporate Liabilities	-	-	258,325,946	258,325,946	-	-	110,165,022	110,165,022
Capital Expenditure	46,636,479	3,112,074	18,045,279	67,793,832	62,221,695	3,261,051	29,927,400	95,410,146
Depreciation / Amortization	77,598,001	7,693,213	42,118,522	127,409,737	81,803,377	22,710,362	52,225,343	156,739,082
Significant Non-Cash Expenditure	150,688,913	8,818,744	(4,557,443)	154,950,214	31,347,677	37,133,163	(17,294,998)	51,185,842

Notes :

1) The Company has identified Business Segments as the primary segment. Segments have been identified taking into account the nature of services, the differing risks and returns, the organizational structure and the internal reporting system.

Secondary Segment information : Geographical segment`

Particulars	2011			2010		
	Revenue from customers by location	Carrying amount of Segment assets by location	Addition to Fixed Assets	Revenue from customers by location	Carrying amount of Segment assets by location	Addition to Fixed Assets
India	1,646,656,114	580,505,799	65,063,272	1,201,670,567	503,686,784	110,296,482
Outside India	260,839,847	25,562,799	2,730,561	374,758,566	20,127,589	8,578,764
Total	1,907,495,962	606,068,598	67,793,833	1,576,429,133	523,814,373	118,875,246

AUDITORS' REPORT

The Members of APTECH LIMITED

1. We have audited the attached Balance Sheet of **APTECH LIMITED** (hereinafter referred to as 'the Company'), as at 31st March, 2011 and also the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (hereinafter referred to as 'the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 (hereinafter referred to as 'the Act'), we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
   - I. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
   - II. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
   - III. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
   - IV. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards (AS) referred to in sub-section (3C) of Section 211 of the Act;
   - V. On the basis of written representations received from the directors, as on 31st March, 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March, 2011 from being appointed as a director in terms of Section 274(1) (g) of the Act;
   - VI. Refer Note No. B-14 of Schedule 16 regarding the payment of remuneration to the Managing Director in excess of amount payable as per provisions of the Act aggregating ₹ 25,03,601/- for which an application for approval of Central Government is being made by the Company.
   - VII. Subject to VI above, in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
     - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011;
     - (b) in the case of the Profit and Loss Account, of the 'profit' of the Company for the period ended on that date; and
     - (c) in the case of Cash Flow statement of the cash flow of the Company for the period ended on that date

For and on behalf of
KHIMJI KUNVERJI & CO
Chartered Accountants
Registration Number – 105146W

Shivji K Vikamsey
Partner (F–2242)

Place : Mumbai,
Dated : May 30, 2011

ANNEXURE AUDITORS' REPORT

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF APTECH LIMITED

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) All fixed assets were physically verified by the management in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification;

(c) The disposal of fixed assets during the period was not substantial;

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the period;

(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business;

(c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

(iii) (a) According to the information and explanations provided to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Hence, Clauses (iii) (b), (c) & (d) of para 4 of the Order are not applicable to the Company;

(e) According to the information and explanations provided to us, the Company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Hence, Clauses (iii) (f) & (g) of para 4 of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas. As regards the internal control in the area of the sale of services, though improvements are noticed as compared to prior years, in our opinion, the same needs to be strengthened further to make it commensurate with the size of the Company and the nature of its business.

(v) (a) Based on the audit procedures applied and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered into the register maintained under Section 301 of the Act have been so entered;

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees five lacs in respect of each party have been entered into during the year under report at prices which are reasonable having regard to the prevailing market prices at the relevant time.

(vi) According to information and explanations given to us, no deposits have been accepted by the Company from the public in terms of the provisions of Sections 58A, 58AA or rules made thereunder. As informed, no order has been passed by the Company law Tribunal or any other authority in this respect.

(vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(viii) The Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for the products of the Company.

(ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, cess and other material statutory dues applicable to it;

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, cess and other undisputed statutory dues were outstanding, at the period end, for a period of more than six months from the date they became payable. As informed, provisions of investor education and protection fund, customs duty, excise duty are not applicable to the Company during the year under report;

(c) According to the information and explanation given to us, there are no dues of income tax, sales-tax, wealth tax, service tax and cess which have not been deposited on account of any dispute. As informed, provisions of customs duty and excise duty are not applicable to the Company during the year under report.

(x) The Company has neither accumulated losses at the end of the financial year nor has incurred cash losses in the current year or in immediately preceding financial period.

(xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution or bank.

(xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities

(xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/ society; hence the provisions of clause 4(xiii) of the Order are not applicable to it.

(xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments; hence the provisions of clause 4(xiv) of the Order are not applicable to it.

(xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

(xvi) According to the information and explanations given to us, no term loans are raised/availed during the year by the Company; hence the provisions of clause 4(xvi) of the Order are not applicable to the Company.

(xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.

(xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Act during the year.

(xix) The Company has not issued any debentures during the year.

(xx) The Company has not raised any money through a public issue during the year.

(xxi) Based upon the audit procedures performed, in accordance with auditing standards generally applicable in India, for the purpose of reporting the true and fair view of the financial statements, we have neither come across any instances of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of such case by the management.

For and on behalf of
KHIMJI KUNVERJI & CO
Chartered Accountants
Registration Number – 105146W

Shivji K Vikamsey
Partner (F–2242)

Place : Mumbai,
Dated : May 30, 2011

BALANCE SHEET *As at 31st March, 2011*

	Schedule	As at March 31, 2011 Amount in ₹	As at March 31, 2010 Amount in ₹
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	1	487 ,714,210	465,503,340
Warrants		1,338,969	1,363,283
Stock Option Outstanding	2	18,651,196	25,513,412
Reserves and Surplus	3	2,146,156,085	1,779,663,465
		2,653,860,460	**2,272,043,500**
LOAN FUNDS			
Secured Loan	4	-	238,064,192
		-	238,064,192
Total		**2,653,860,460**	**2,510,107,692**
APPLICATION OF FUNDS			
Fixed Assets	5		
Gross Block		1,035,972,635	1,016,683,908
Less: Accumulated Depreciation and Impairment		727,542,263	653,164,689
NET BLOCK		**308,430,372**	**363,519,219**
Capital Work-in-Progress Including Capital Advances		6,105,957	1,758,876
		314,536,329	**365,278,095**
INVESTMENTS	6	**1,520,049,781**	**1,174,873,494**
Deffered Tax Asset (Refer Note No. B (20) of Schedule 16)		-	-
CURRENT ASSETS, LOANS AND ADVANCES	7		
Inventories		13,854,680	15,635,187
Sundry Debtors		170,443,099	238,985,012
Cash and Bank Balances		427,682,463	376,218,979
Loans and Advances		599,961,715	579,980,036
(A)		**1,211,941,957**	**1,210,819,214**
LESS: CURRENT LIABILITIES AND PROVISIONS	8		
Current Liabilities		217,691,012	159,837,039
Provisions		174,976,595	81,026,072
(B)		**392,667,607**	**240,863,111**
Net Current Assets (A-B)		**819,274,350**	**969,956,103**
Total		**2,653,860,460**	**2,510,107,692**
Significant Accounting Policies And Notes on Accounts	16		-

The Schedules referred to above and notes to accounts form an integral part of the Balance Sheet

As per our attached report of even date

For and on behalf of
KHIMJI KUNVERJI & CO.
Chartered Accountants
Firm Registration No. 105146W

Shivji K. Vikamsey
Partner
Membership No. 2242

Place : Mumbai
Date : 30th May, 2011

For and on behalf of the Board of Directors

Ninad Karpe
Managing Director & CEO

C. Y. Pal
Vice Chairman

T. K. Ravishankar
Executive Vice President & CFO

Ketan Shah
Company Secretary

PROFIT AND LOSS ACCOUNT

For the year ended 31st March, 2011

	Schedule	For the year ended March 31, 2011 Amount in ₹	For the period from 01-Jan-2009 to 31-Mar-2010 Amount in ₹
INCOME			
Income from Operations	9	941,497,307	1,237,912,120
Other Income	10	48,701,345	51,224,190
		990,198,652	**1,289,136,310**
EXPENDITURE			
Training and Education Expenses	11	255,224,696	290,016,125
Marketing and Advertisement Expenses	12	72,893,241	106,900,805
Payments to and provision for Employees	13	243,976,696	313,043,582
Administration and Other Expenses	14	221,284,114	297,018,291
Interest and Finance Expenses	15	24,566,337	35,580,873
Depreciation and Amortisation	5	88,687,828	126,992,920
		906,632,912	**1,169,552,596**
Profit/(Loss) Before Exceptional Items and Tax		**83,565,740**	**119,583,714**
Less:			
Exceptional Items			
Tax Refund (Institutional Project)		-	(20,000,000)
(Profit)/Loss on Sale of Investment		-	(1,043,744,917)
Dimunition in Value of Long-term Investment Written Back (Net)		-	(9,259,896)
		-	**(1,073,004,813)**
Profit/(Loss) After Exceptional items and Before Tax		**83,565,740**	**1,192,588,527**
Provision For Taxation			
- Income Tax (Prior Period Income Tax)		4,530,389	208,800,000
- Mat Credit Entitlement		-	(101,818,059)
- Fringe Benefit Tax		-	735,000
- Wealth Tax		156,200	125,350
- Deferred Tax		-	220,402,396
		4,686,589	**328,244,687**
Profit/(Loss) After Tax		**78,879,151**	**864,343,840**
Profit/(Loss) Brought Forward from Previous Year		714,926,956	71,245,948
Transfer of Retained Earning of ASL on Merger		-	164,369,099
Less: Equity Dividend (Final Propsed)		121,928,553	48,275,737
Corporate Tax on Final Dividend		19,779,859	8,017,996
Transfer to General Reserve		7,888,000	-
Balance Carried to Balance Sheet		**644,209,695**	**714,926,956**
Earnings Per Share (Refer Note No. B(15) of Schedule 16)			
- Basic		1.63	18.58
- Diluted		1.62	18.29
[Nominal Value of Share ₹ 10 (Previous Year ₹ 10)]			
Significant Accounting Policies and Notes on Accounts	16		

The schedules referred to above and the Notes to Accounts form an integral part of the Profit and Loss Account
As per our attached report of even date

For and on behalf of
KHIMJI KUNVERJI & CO.
Chartered Accountants
Firm Registration No. 105146W

Shivji K. Vikamsey
Partner
Membership No. 2242

Place : Mumbai
Date : 30th May, 2011

For and on behalf of the Board of Directors

Ninad Karpe
Managing Director & CEO

C. Y. Pal
Vice Chairman

T. K. Ravishankar
Executive Vice President & CFO

Ketan Shah
Company Secretary

CASH FLOW STATEMENT

	For the year ended March 31, 2011 Amount in ₹		For the period from 01-Jan-2009 to 31-Mar-2010 Amount in ₹	
(A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT / (LOSS) Before TAX		83,565,740		1,192,588,527
Adjustments For :				
Employee Stock Compensation Net Charge	(4,557,443)		(16,225,690)	
Depreciation and Amortisation	88,687,828		126,992,920	
Provision for Doubtful Debts	31,252,900		51,643,651	
Bad debt writen off	2,691,515		13,385,894	
Investments in Shares of Subsidiary Companies (dimunsion of investment)			500,000	
Interest and Finance Costs (Net)	2,136,909		(1,643,231)	
Forex Loss on Sale of investment	24,641,107			
Unrealised forex loss/ (gain)	(927,716)		11,251,564	
Profit/Loss on Sale of Fixed Assets (Net)	(6,068,680)	137,856,420	(318,099)	185,587,009
Operating Profit Before Working Capital Changes		221,422,160		1,378,175,536
Adjustments for Working Capital Changes				
Decrease/(Increase) in Inventory	1,780,507		2,769,682	
Decrease/(Increase) in Sundry Debtors	35,525,214		38,840,367	
Decrease/(Increase) in Loans and Advances-Other than Subsidiaries	(128,898,258)		(101,495,922)	
Increase/(Decrease) in Current Liabilities and Provisions	151,896,356	60,303,819	(148,095,074)	(207,980,947)
Cash From / (used) in Operating Activities		281,725,979		1,170,194,589
Wealth Tax Paid (Net)	-		(168,820)	
Income Tax / Fringe Benefit Tax Paid (Net)	62,830,493	62,830,493	(158,756,573)	(158,925,393)
Net Cash From / (used) in Operating Activities		**344,556,472**		**1,011,269,196**
(B) CASH FLOW ON INVESTING ACTIVITIES				
Purchase of Fixed Assets		(46,824,857)		(120,152,255)
Sale of Fixed Assets		14,947,472		16,013,017
Investment in shares of subsidiary company & Unquoted investment		(196,446,177)		(912,212,894)
Loans and Advances to Subsidiary Companies		(95,848,253)		4,973,692
Redemption of Preference share		324,847,775		-
Net Cash From / (used) in Investing Activities		**675,962**		**(1,011,378,440)**

CASH FLOW STATEMENT

	For the year ended March 31, 2011 Amount in ₹	For the period from 01-Jan-2009 to 31-Mar-2010 Amount in ₹
(C) CASH FROM FINANCING ACTIVITIES		
Proceeds from issue of Share Capital / Warrants (ESOP and Preferencial Issue)/Share Premium	2,725,882	5,616,685
Repayment of Borrowings	(95,508,071)	52,878,067
Dividend paid during the year	(56,293,733)	-
Increase/(Reduction) of Cash credit facility from bank	(142,556,121)	(4,221,510)
Interest paid (Net)	(2,136,909)	1,643,231
Net Cash from /(Used) Financing Activities	**(293,768,952)**	**55,916,473**
Net (Decrease) / Increase in Cash & Cash equivalents	**51,463,482**	**55,807,229**
Cash & Cash equivalents at the beginning of the year	**376,218,979**	**320,411,749**
Cash & Cash equivalents at the end of the year	**427,682,463**	**376,218,979**
	51,463,482	**55,807,229**

Notes:

1. Cash and Cash equivalents include cash and bank balances in current accounts and deposit accounts (Refer schedule 7C)
2. Cash and Cash equivalents include:

	As at	As at
Cash and Bank balances	**31-03-2011**	**31-03-2010**
Amount in EEFC account	23,326,102	33,672,092
Amount in FIXED DEPOSIT account	349,369,343	319,179,541
Amount in Other Cash & Bank Account	54,987,018	23,367,346
Total Cash and Cash equivalents	**427,682,463**	**376,218,979**

3. Proceeds from borrowings reflect the increase in secured and unsecured loans and is net of repayments.
4. Additions to fixed assets, sale of fixed assets and loans and advances given to Subsidiaries are considered as part of investing activities.
5. Previous period figures have been regrouped wherever necessary to correspond with the figures of the current year.
6. The Company has undrawn working capital facility of ₹ 260,000,000 (previous year ₹ 54,419,544)

As per our attached report of even date

For and on behalf of
KHIMJI KUNVERJI & CO.
Chartered Accountants
Firm Registration No. 105146W

Shivji K. Vikamsey
Partner
Membership No. 2242
Place : Mumbai
Date : 30th May, 2011

For and on behalf of the Board of Directors

Ninad Karpe
Managing Director & CEO

C. Y. Pal
Vice Chairman

T. K. Ravishankar
Executive Vice President & CFO

Ketan Shah
Company Secretary

	As at March 31, 2011 Amount in ₹	As at March 31, 2010 Amount in ₹
SCHEDULE '1' - SHARE CAPITAL		
AUTHORISED		
60,000,000 (Previous year 60,000,000) Equity Shares of ₹ 10 each	**600,000,000**	**600,000,000**
ISSUED, SUBSCRIBED AND PAID-UP		
48,771,421 (Previous year 46,550,334) Equity Shares of ₹ 10 each fully paid up	**487,714,210**	**465,503,340**
Of the above :-		
1. 18,147,437 Equity Shares of ₹ 10 each fully paid-up had been alloted in accordance with the Scheme of demerger of the training division of erstwhile Aptech Limited into the Company for consideration other than cash.		
2. 11,271 Equity Shares (Previous year 15,651) of ₹ 10 each fully paid up represented by 22,542 (Previous year 31,302) Global Depository Receipts (GDRs) of USD 7.175 each		
3. During the year 24,314 Equity Shares (Previous year 48,350) of ₹ 10 each fully paid-up, allotted under Employees Stock Option Scheme 2006. (Refer Note No.B (4) of schedule 16)		
4. During the year 2,196,773 Equity shares of ₹ 10 each fully paid-up, alloted pursuant to acqusition of Maya Entertainment Limited (Refer Note No.B (2) of Schedule 16)		
Total	**487,714,210**	**465,503,340**
SCHEDULE '2' - STOCK OPTION OUTSTANDING		
Employee Stock options outstanding	19,461,019	30,633,975
Less : Deferred Employee compensation outstanding	809,823	5,120,563
(Refer Note No B (4) of Schedule 16)		
Total	**18,651,196**	**25,513,412**
SCHEDULE '3' - RESERVES AND SURPLUS		
CAPITAL REDEMPTION RESERVE	88,480,000	88,480,000
SECURITIES PREMIUM ACCOUNT		
Balance as per last balance sheet	976,256,509	967,094,184
Add: Additions during the year (Refer Note No. B(2) & B (4) of Schedule 16)	429,321,881	9,162,325
Less: Adjustment of Debit Balance of Profit & Balance Account	-	-
GENERAL RESERVE		
Balance as per last balance sheet	-	-
Add : Additions during the year	7,888,000	-
	1,413,466,390	976,256,509
SUPLUS IN PROFIT AND LOSS ACCOUNT	644,209,695	714,926,956
Total	**2,146,156,085**	**1,779,663,465**

SCHEDULES TO BALANCE SHEET

	As at March 31, 2011 Amount in ₹	As at March 31, 2010 Amount in ₹
SCHEDULE '4' - SECURED LOANS		
From Banks		
- Working Capital Demand Loan	-	91,000,000
- Cash Credit	-	142,556,121
- Vehicle Loans	-	4,508,071
Total	**-**	**238,064,192**

1. Working Capital Demand Loan and Cash Credit facility from banks are secured as under:

   a) Working Capital Demand Loan are secured by equitable mortgage on title deeds of the Company's immovable properties situated at Pune, Chennai, Bengaluru, Mumbai and Baroda.

   All tangible movable fixed assets which include Plant and Machinery, Furniture and Fittings Computers and Vehicles (other than those stated in Note No.2 below) including Stocks and Book Debts at all locations specified has been hyphothecated vide the supplimentary deed with the bank dated 25th June, 2003.

   b) Cash credit from bank is secured by hypothecation of fixed deposit with the said bank .

   c) Vehicle loan were secured by charge on concern vehicles.

SCHEDULE '5' - FIXED ASSETS

Amount in ₹

PARTICULARS	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	As on 31.3.2010	Additions	Deductions/ Adjustments	As at 31.03.2011	As on 31.3.2010	For the year	Deductions/ Adjustments	As at 31.03.2011	As at 31.03.2011	As at 31.3.2010
Freehold Land	29,333,500	-	3,118,560	26,214,940	-			-	26,214,940	29,333,500
Buidings	162,491,695			162,491,695	19,986,782	3,176,339	-	23,163,122	139,328,573	142,504,913
Leasehold Improvement		3,750,000		3,750,000		934,932		934,932	2,815,068	-
Computer Hardware	108,874,185	2,505,108	5,483,558	105,895,736	97,871,030	8,390,384	5,038,110	101,223,304	4,672,432	11,003,155
Office equipment	30,657,724	701,948	1,476,397	29,883,275	7,953,866	1,484,507	269,459	9,168,914	20,714,361	22,703,858
Electrical fittings	18,522,773	39,740	2,531,032	16,031,481	8,818,328	1,756,149	1,656,519	8,917,958	7,113,523	9,704,445
Furniture and Fixtures	67,711,648	3,948,005	5,939,129	65,720,524	43,518,014	7,067,071	4,319,641	46,265,443	19,455,081	24,193,634
Vehicles	25,369,580	2,938,667	4,620,572	23,687,675	13,078,933	4,026,699	3,006,727	14,098,905	9,588,770	12,290,647
Intangible Assets	-			-	-			-		
Goodwill	95,260,844			95,260,844	66,666,922	9,531,307		76,198,230	19,062,614	28,593,922
Courseware *	372,987,381	17,755,754		390,743,135	312,997,074	32,458,106	-	345,455,180	45,287,955	59,990,307
Computer Software *	105,474,578	10,838,551	19,800	116,293,330	82,273,740	19,862,335	19,800	102,116,274	14,177,055	23,200,838
TOTAL	**1,016,683,908**	**42,477,773**	**23,189,048**	**1,035,972,635**	**653,164,689**	**88,687,828**	**14,310,256**	**727,542,263**	**308,430,373**	**363,519,219**
Total (Previous year)	752,675,478	324,497,975	60,489,544	1,016,683,908	568,048,744	126,992,920	41,876,973	653,164,689	363,519,219	

Note:

1. The transfer of asset from one Company to another within Group is effected at Gross Block & accumulated depriciation .
2. In previous year addition to Gross block & accumulated Depriciation includes ₹ 253,132,961 & ₹ 3,215,178 respectively upon merger of Aptech Software Limited in the Company.
3. Opening depriciation includes (*) Impairment on the above assets for the earlier year .

SCHEDULES TO BALANCE SHEET

	As at March 31, 2011 Amount in ₹	Amount in ₹	As at March 31, 2010 Amount in ₹	Amount in ₹
SCHEDULE '6' - INVESTMENTS				
LONG TERM INVESTMENT (AT COST)				
IN SUBSIDIARY COMPANIES (TRADE - UNQUOTED)				
Aptech Worldwide Bangladesh Limited (Bagladesh)				
160,000 (Previous year 160,000) Equity Shares of 10 Bangladeshi Takkas each Fully Paid-up	1,409,334		1,409,334	
Less: Provision for Diminution in Value of Investment	1,409,334		1,409,334	-
(Refer Note No. B (5) (a (ii)) of Schedule 16)		-		
Aptech Training Limited F.Z.E.				
37 (Previous Year 37) Equity Shares of 100,000 AED each	-	46,007,103	-	46,007,103
(Refer Note No. B (5) (a (ii)) of Schedule 16)				
Aglsm SDN. BHD' Malaysia				
545,140 (Previous year 545,140) Equity Shares of RM 1 each (₹ 12.32 Each)		6,717,000		6,717,000
(Refer Note No. B (5) (a (i)) of Schedule 16)				
Aptech Worldwide Limited				
900,000 (Previous year 900,000) Equity Shares of US$ 1 Each	40,950,000		40,950,000	
Less: Provision for Diminution in Value of Investment	40,950,000	-	40,950,000	-
(Refer Note No. B (5) (a (ii)) of schedule 16)				
Attest Testing Services Limited				
82,841 (Previous year 82,841) Equity Shares of ₹ 10 Each		828,410		828,410
(Refer Note No. B (5) (a (i)) of Schedule 16)				
Aptech Manpower Services Limited				
NIL (Previous year 50,000) Equity Shares of ₹ 10 Each	-		500,000	
Less: Provision for Diminution in Value of Investment	-	-	500,000	-
(Refer Note No. 5 (c) of Schedule 16)				
Avalon Aviation Academy Private Limited				
4,000,000 (Previous year 4,000,000) Equity Shares of ₹ 10 each		40,000,000		40,000,000
(Refer Note No. B (5) (a (i)) of schedule 16)				
Aptech Venture Limited				
10,573,430 (Previous year 15,787,680) Preference Shares of 1 EURO each		708,691,803		1,058,180,685
345,245 (Previous year 345,245) Equity Shares 1 EURO each		23,140,296		23,140,296
Maya Entertainment Limited		594,384,519		
23,642,107 (Previous year Nil) Equity Shares of ₹ 10 Each				
(Refer Note No. B (5) (a (i)) of Schedule 16)				
OTHERS (UNQUOTED)				
Current Investment at Cost or Market Value which ever is lower				
Units of Mutual fund				
Mutual fund **Scheme** **No. of Units**				
IDFC FMP Yearly series 42- Growth 5,016,260 Units @ ₹ 10 each (NAV on 31.3.11, 50,569,419)		50,162,600		
ICICI FMP Series 56-I Yearly plan cum 5,011,805 Units @ ₹ 10 each (NAV on 31.3.11 50,578,134)		50,118,050		
Total		**1,520,049,781**		**1,174,873,494**
Note: Aggregate of unquoted Investments at Cost		**1,520,049,781**		**1,174,873,494**

	As at March 31, 2011 Amount in ₹	As at March 31, 2010 Amount in ₹
SCHEDULE '7' - CURRENT ASSETS		
A. INVENTORIES (AT LOWER OF COST OR NET REALISABLE VALUE)		
Education and Training Materials	13,854,680	15,635,187
Total - A	**13,854,680**	**15,635,187**
B. SUNDRY DEBTORS (UNSECURED)		
Dues Outstanding for Period Exceeding Six Months		
- Considered Good	14,735,301	81,439,927
- Considered Doubtful	270,731,875	321,470,847
- Considered Good	155,707,798	157,545,085
	441,174,974	560,455,859
Less : Provision For Doubtful Debts & Rebate	270,731,875	321,470,847
(Refer Note No.B (9) of schedule 16)		
Total - B	**170,443,099**	**238,985,012**
C. CASH AND BANK BALANCES		
1) Cash Iin Hand	279,781	2,714,445
2) Bank Balances		
Balances with Scheduled Banks		
i) Current Accounts	78,033,339	54,324,993
(including Exchange Earners Foreign Currency Accounts ₹ 23,326,102		
(Previous year ₹ 33,672,092)		
ii) Deposit Accounts	349,369,343	319,179,541
(including Margin deposit ₹ 2,00,000 (Previous year ₹ 5,75,000) and including interest accrued ₹ 18,251,691 (Previous year ₹ 21,451,408)) out of the above deposit of ₹ 30,189,892 are under lien with bank towards cash credit facility Previous year (319,179,541)		
Total - C	**427,682,463**	**376,218,979**
D. LOANS AND ADVANCES		
(Unsecured, Considered Good Except Otherwise Stated)		
Loans Given:		
To Subsidiaries (Considered Doubtful ₹ 2,103,600 Previous year ₹ 2,593,976)	399,951,211	305,108,220
To Aptech Training and Education Trust (Considered Doubtful ₹ NIL,	-	6,266,636
Previous year ₹ 6,266,636) (Refer Note No.B (5(b)) of schedule 16)		
To Others (Considered doubtful ₹ Nil Previous year ₹ 332,880)	77,100,835	78,541,448
Advances Recoverable in Cash or in kind (Prepaid Exp and Service Tax Credit)	5,170,025	8,789,870
Deposits	23,111,149	30,885,159
Advance Tax (Net of Provision For Tax ₹ 141,337,602 (Previous year ₹ 112,743,428)	96,732,095	159,562,588
	602,065,315	589,153,921
Less: Provision	2,103,600	9,173,885
Total - D	**599,961,715**	**579,980,036**
Total (A + B + C + D)	**1,211,941,957**	**1,210,819,214**

SCHEDULES TO PROFIT AND LOSS ACCOUNT

	As at March 31, 2011 Amount in ₹	As at March 31, 2010 Amount in ₹
SCHEDULE '8' - CURRENT LIABILITIES AND PROVISIONS		
A. Current Liabilities		
Sundry Creditors*	91,890,044	42,744,818
Unclaimed Dividend **	1,400,702	591,360
Franchisee/Other Deposits	7,770,608	4,841,009
Other Liabilities	116,629,658	111,659,852
Total - A	**217,691,012**	**159,837,039**
*Includes total dues outstanding to Micro Small and Medium Enterprises (Refer Note No.B (11) of Schedule 16)		
**Includes amounts outstanding to be credited, as and when due, to Investor Education and Protection Fund.		
B. Provisions		
Compensated Absences	12,190,158	8,975,411
Gratuity	21,078,025	15,756,928
(Refer Note No. B (16) of Schedule 16)		
Proposed Dividend (Final)	121,928,553	48,275,737
Dividend Tax on Proposed Dividend	19,779,859	8,017,996
Total - B	**174,976,595**	**81,026,072**
Total (A + B)	**392,667,607**	**240,863,111**

SCHEDULES TO PROFIT AND LOSS ACCOUNT

	For the year ended March 31, 2011 Amount in ₹	For the period from 1st January, 2009 31-Mar-2010 Amount in ₹
SCHEDULE '9' - INCOME FROM OPERATIONS		
Training and Education Income	941,497,307	1,237,912,120
Total	**941,497,307**	**1,237,912,120**
SCHEDULE '10' - OTHER INCOME		
Interest Income	26,703,246	33,937,642
Interest Income (Tax Refund)	8,547,780	2,423,745
Liabilities No Longer Required Written Back	5,605,330	12,614,112
Miscellaenous Income	1,776,309	2,248,691
Profit on Sale of Assets (Net)	6,068,680	-
Total	**48,701,345**	**51,224,190**
SCHEDULE '11' - TRAINING AND EDUCATION EXPENSES		
Education, Training Expenses and Course Materials	45,776,818	73,070,321
Course Execution Charges (Refer Note No.B (12) of Schedule 16)	209,447,878	216,945,804
Total	**255,224,696**	**290,016,125**
SCHEDULE '12' - MARKETING AND ADVERTISEMENT EXPENSES		
Advertisement Expenses	72,091,702	103,396,159
Businesss Promotion	801,539	3,504,646
Total	**72,893,241**	**106,900,805**
SCHEDULE '13' - PAYMENTS TO AND PROVISION FOR EMPLOYEES		
Salary and Other Allowances	228,283,797	287,808,525
Contribution to Provident and Other Funds	15,096,847	25,143,508
Staff Welfare Expenses	4,961,398	9,760,966
ESOP Compensation Cost (Net) (Refer Note No. B (4) Schedule 16)	(4,557,443)	(16,225,690)
Gratuity Charge (Refer Note No.A (16) of Schedule 16)	6,192,097	6,556,273
Total	**243,976,696**	**313,043,582**

	For the year ended March 31, 2011 Amount in ₹	For the period from 1st January, 2009 31-Mar-2010 Amount in ₹
SCHEDULE '14' - ADMINISTRATION AND OTHER EXPENSES		
Rent	37,447,038	52,526,223
Rates and Taxes	3,222,018	3,113,332
Travelling and Conveyance Expenses	31,611,129	42,355,559
Electricity Charges	12,610,960	19,759,758
Communication Expenses	15,748,415	24,182,008
Repairs and Maintenance - Others	12,159,409	12,588,818
Insurance Premium	2,086,577	1,998,970
Legal and Professional Charges	19,538,712	39,336,785
Bad Debts Written Off	2,691,515	13,385,894
Exchange Difference (Net)	26,190,317	-
Provision for Doubtful Debts/Advances	31,252,900	51,643,651
Provision For Dimunition of Investment	-	500,000
Loss on Sale/Disposal of Fixed Assets	-	318,099
Director's Sitting Fees	1,016,626	1,686,189
Audit Fees (Refer Note No. B (13) of Schedule 16)	3,710,882	4,041,435
Miscellaneous Expenses (Refer Note No.B (8)(c) of Schedule 16)	21,997,616	29,581,570
Total	**221,284,114**	**297,018,291**
SCHEDULE '15' - INTEREST AND FINANCE EXPENSES		
Interest on		
- Term Loans		
- Working Capital Demand Loans	15,674,360	29,223,737
- Others	3,898,778	3,617,542
- Interest on Income Tax of earlier year	2,700,000	-
Commitment and Finance Charges	2,293,199	2,739,594
Total	**24,566,337**	**35,580,873**

SCHEDULE "16"

A. Significant Accounting Policies:

(a) Accounting Convention:

The financial statements are prepared under the historical cost convention, on an accrual basis in compliance with all material aspects of the applicable accounting standards in India and the relevant provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year, unless otherwise mentioned in the notes.

(b) Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any cost, attributable to bringing the asset to its working condition for its intended use.

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization.

(c) Depreciation and Amortisation:

Depreciation on fixed assets is provided on Straight-Line Method at the rates and in the manner specified in the Schedule XIV of the Indian Companies Act, 1956, except,

(i) Certain items of Plant and machinery (including computers) installed at and used in Institutional projects and certain training centers which are depreciated over the number of years till the completion of the period of the contract when the assets are transferred to those parties.

(ii) Vehicles purchased under the "Own Your Car" (OYC) scheme for the employees, which are depreciated over the period of the scheme.

Goodwill arising on acquisition of business unit is amortised over a period of ten years.

Depreciation on Buildings, Computer Hardware, Software , Courseware and Furniture and Fixtures acquired on or after 1st January 2006 is provided at the following higher rates based on its estimated useful life –

Office Premises	3.33%
Furniture and fixtures	20.00%
Computers Hardware,Software and Courseware	33.33%

Depreciation on furniture and fixtures which are installed at leasehold premises, are amortised over lease period

Depreciation on the fixed assets added/ disposed off/ discarded during the year has been provided on pro-rata basis with reference to the date of addition/ disposition/ discardation

Assets purchased during the year whose acquisition cost is ₹ 5000 or less are depreciated fully in the month of purchase.

(d) Impairment of Fixed Assets:

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the assets exceed its recoverable value. An impairment loss, if any, is charged to the Profit and Loss Account in the year, in which an asset is identified as impaired. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exist or have decreased.

(e) Borrowing Costs:

Borrowing costs attributable to acquisition or construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such asset is ready for its intended use.

Other borrowing costs are charged to revenue.

(f) **Foreign Currency Transactions:**

Transaction in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. Foreign currency monetary items are reported using closing rate of exchange at the end of the year. The resulting exchange gain/loss is reflected in the Profit and Loss Account. Other non-monetary items, like fixed assets, investments in equity shares, are carried in terms of historical cost using the exchange rate at the date of transaction. Premium/discount, in respect of forward exchange contract is recognized over the life of the contracts. Profit/Loss on cancellation/renewal of forward exchange contract is recognized as income/expense for the year.

(g) **Investments:**

Long Term Investments are stated at cost after deducting provision, if any, made for decline, other than temporary in the value.

Current Investments are stated at lower of cost and market/fair value.

(h) **Inventories:**

Inventory of educational course material is valued at cost or net realizable value whichever is lower. Cost is determined on Weighted Average basis.

(i) **Government Grants:**

Government Grants are recognized when there is reasonable assurance that the same will be received. Revenue grants are recognized in the Profit and Loss Account. Capital grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets. Other capital grants are credited to capital reserve.

(j) **Revenue Recognition:**

i) **Training and Education Income**

Revenue in respect of Training and Education services is recognised on rendering of services, only when it is reasonably certain that the ultimate collection will be made. The revenue from fixed time contracts is recognized over the period of contracts. For services rendered through franchisees only the Company's share of revenue is recognized .

ii) **Sale of Education Course Materials**

Revenue in respect of sale of Education course materials is recognised on delivery of the course materials to the customers.

iii) **Dividend**

Dividend income is accounted for when the right to receive the payment is established.

iv) **Interest**

Interest income is recognised on accrual basis.

(k) **Retirement Benefits:**

Defined Contribution plan

The Company makes defined contribution to Provident fund and Superannuation Scheme which are recognized in the Profit and Loss Account on accrual basis

Defined benefit plan

The Company's liabilities under Payment of Gratuity Act (funded) and long-term compensated absences are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method except for short-term compensated absences, which are provided on estimates. Actuarial gain and losses are recognized immediately in the statement of profit and Loss Account as income or expenses. Obligation is measured at the present value of estimated future cash flows using the discounted rate that is determined by reference to market yields at the balance sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation

(l) **Employees Stock Option Plan (ESOP)**

The stock options granted are accounted for as per the accounting treatment prescribed by Employee Stock option Scheme and Employee Stock Purchase Guidelines,1999, issued by Securities and Exchange Board of India, whereby the intrinsic value of the option is recognized as deferred employee compensation. The deferred employee compensation is charged to Profit and Loss Account on straight line basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation expense, to the extent of the amortised portion of value of lapsed portion. The costs incurred on account of ESOP granted to employees of subsidiary companies are recovered from the subsidiaries. The Employee Stock Option Account, net of any unamortised deffered employee compensation is shown separately as part of reserves.

(m) **Income Tax:**

Tax expense comprises of current, deferred and Fringe benefits tax.

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income tax Act,1961.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet Date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

Deferred tax assets, in case of unabsorbed losses and unabsorbed depreciation, are recognized only if there is virtual certainty that such deferred tax asset can be realized against future taxable profits.

Fringe Benefit Tax is provided in accordance with the provisions of the Income Tax Act,1961.

(n) **Operating Lease:**

Leases, where significant portion of risk and reward of ownership are retained by the Lessor, are classified as Operating Leases and lease rentals thereon are charged to the Profit and Loss Account.

(o) **Provisions, Contingent Liabilities And Contigent Assets**

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date.

Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liabilities are possible but not probable obligations as on the Balance Sheet date, based on the available evidence.

Department appeals, in respect of cases won by the company, are also considered as contingent Liabilities.

Contingent Assets are neither recognized, nor disclosed.

(p) **Hedge Accounting**

The Company has started hedging its risk of foreign currency fluctuations relating to receivables of highly probable forecast transactions pertaining to Franchise income by entering into Exchange Traded Futures (ETF's). In accordance with Company's risk mitigating policy, it has designated these ETF"s as cash flow hedge by early application of the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instrument-Recognition and Measurement" (AS30) to these transactions. Accordingly, changes in the fair value of these ETF's designated as effective hedges for the future cash flows are recognised directly in shareholder's funds and ineffective portion thereof is recognised directly in the ' Profit and Loss Account'. On squaring off the complete position of such ETF on expire, sold, terminated or no longer qualifies for hedge accounting as on any date the gain or loss on such transactions is accounted in Profit and Loss Account.

B) NOTES ON ACCOUNTS:

1. The financial statement of Aptech Limited ('the Company') have been prepared and presented for the year ended 31st March, 2011 against the corresponding preceding period which were for the period of 15 months from 1st January, 2009 to 31st March, 2010 (the period). Moreover the financial statement of the previous period contained the impact/effect of scheme of amalgamation (scheme) of Aptech Software Limited with the Company w.e.f appointed date i.e. 1st April, 2009. Therefore the figures of current year are not comparable with that of previous period.

2. In terms of share purchase agreement dated 27th January, 2010 the Company acquired 89.66% of shareholding in Maya Entertainment Limited (MEL) on 23rd April, 2010 for consideration of ₹ 88,781,916/- in cash and issue of 1,717,103 and 479,670 equity shares at ₹ 216 and ₹ 158 per share respectively. The balance 10.34% shares in MEL, owned by a non resident company (INTEL) also to be acquired by the Company for cash subject to approval of Reserve Bank of India (RBI) to be obtained by seller. The said permission by RBI has been received in 1st February, 2011. Accordingly, these shares which are in process of being transferred in favour of the Company have been considered as Investment in financial statement under report. The requisite amount for the said 10.34% holding of INTEL in Maya Entertainment Limited has already been parked in Escrow account.

3. **Capital commitments and Contingent Liabilities in respect of:**

Amount in ₹

No.	Particulars	As on 31-Mar-2011	As on 31-Mar-2010
A.	**Capital commitments**		
	Estimated amounts of contracts remaining to be executed on capital account and not provided for	8,735,740	6,281,401
B.	**Contingent liabilities in respect of:**		
i.	Counter Guarantees to banks for projects	28,680,275	31,426,669
ii.	Claims against the Company not acknowledged as debts	168,381,694	98,268,772

4. Based on the resolution for Employee Stock Option Scheme ('Scheme') approved by the shareholders on 16th September, 2006, the Aptech Employees Stock Options Trust - 2006 ("Trust') was set up on 6th December, 2006 and 15,00,000 Warrants of Re.1 each have been granted by the Company to the Trust on 12th March, 2007.

   The employees/directors were granted 1,165,000 stock options on 19th March, 2007 effective from 4th May, 2007 post Fringe Benefit Tax clarification. 1,065,000 stock options were issued to eligible employees and 100,000 stock options to Non Executive Directors. 1,065,000 stock options granted to eligible employees have been granted with a vesting schedule comprising 159,750, 213,000, 266,250 and 426,000 stock options over a vesting period of 12, 24, 36 and 48 months respectively from the grant date and an exercise period of one year from the respective vesting dates. The right to exercise 50% of the vested stock options shall be subject to the employees continuance of service with the Company on the exercise date, 25% of the vested stock option shall be subject to achievement of KRA (Key result area) as decided by the Managing Director and balance 25 % of the vested stock option shall be based on financial performance with reference to budgets.

   During the year 226,168 stock options were vested with the employees. The stock options have been repriced at ₹ 113 as against the formula approved by Shareholders based on the powers given by the Shareholders to the Board to alter, vary and modify the Scheme. The stock option discount in the aforesaid Scheme, computed as per SEBI guidelines from the date of grant viz. 19th March 2007, is being amortised on a straight line basis over the vesting period and the reversal on account of lapsed options is netted off against the charge for the year. Accordingly, during the year the net charge to profit & loss account is write back of ₹ 4,557,443/- (Previous period written back of ₹ 16,225,690/-) being the proportionate charge of discount for the period net of write back on account of lapsed options, has been included/netted off in "Salaries and other allowances" in the schedule of "Payments to and Provisions for Employees" (Schedule "13") as ESOP Compensation Cost. The said cost is net of recoveries of ₹ 201,613 /- (Previous year ₹ 201,485/-) made from ESOPs granted to employees of wholly owned subsidiaries. During the year, 306,130 stock options (Previous period 444,089) have lapsed/forfeited/expired and reversal of discount charge aggregating ₹ 14,344,814/- (Previous period ₹ 30,963,414/-) has been credited to "Salaries and other allowances" in the schedule of "Payments to and Provisions for Employees" (Schedule "13") as ESOP Compensation Cost. The net reserve as reflected in Schedule "2" under ESOP-2006 scheme is net of ESOP Outstanding Account ₹ 19,461,019/- (Previous period ₹ 30,633,975/-) and Deferred Employee Compensation Account ₹ 809,823/- (Previous period ₹ 5,120,563/-).

During the year, 264,832 (Previous year 197,764) stock options were exercisable against which 24,314 (Previous year 48,350) were exercised. Accordingly ₹ 4,607,503/-(Previous period ₹ 9,162,325/-) was transferred from Employee Stock Options Outstanding (ESOP 2006) Account to Securities Premium Account in Schedule "3".

Particulars	Year ended 31-Mar-2011	Period ended 31-Mar-2010
Options granted and outstanding as the beginning of the period/year	619,150	846,589
Add: Granted during the period/year	132,625	265,000
Less: Lapsed/ Forfeited/ Expired during the period/ year	306,130	444,089
Less: Options exercised during the period/year	24,314	48,350
Options granted and outstanding as the end of the period/year *	421,331	619,150
Option Exercisable		22,650

*Includes 12,000 (Previous year 21,500) stock options granted to employees of Subsidiary companies.

Fair value of Options granted by the Company on 6th May, 2010 is ₹ 70.64 per option.

The Fair value of the options used to cmpute adjusted net profit and earning per share have been done by an independent valuer on the date of grand using Black-Scholes Model. The key assumption and the Fair Value are as under.

Grant date: 6th May, 2010	Vest 1 6-May-2011
Variables	
Stock price (₹)	150.25
Volatility	73.72%
Riskfree Rate	5.39%
Exercise Price (₹)	113
Time to Maturity (in years)	1.5
Dividend Yield	0.00%
Fair Value per Vest (₹)	70.64
Vesting	100%
Option Fair value (₹)	70.64

Had the compensation cost for the stock options granted under ESOP scheme been recognized, based on fair value at the date of grant in accordance with Black and Scholes Model, the adjusted amount of net profit and earning per share of the Company would have been as under:

Amount in ₹

Particulars	As on 31-Mar-2011	As on 31-Mar-2010
Net Profit	78,879,151	864,343,840
Compensation Cost as per	4,195,281	15,190,500
Intrinsic Value		
Compensation Cost as per	8,966,076	21,010,200
Fair Value		
Adjusted Net profit	74,108,356	858,524,140
Weighted average number of equity shares Outstanding during the year/period equity share outstanding	48,468,190	46,518,374
Add: Diluted Impact of Employee Stock Option	343,038	748,027
Diluted (No. of Shares) (C)	48,811,228	47,266,401
Face Value of Equity share in ₹	10	10
Reported earning per share		
Basic	1.63	18.58
Diluted	1.62	18.29
Adjusted earning per share		
Basic	1.53	18.46
Diluted	1.52	18.16

5. During the year, some of the subsidiaries of the Company incurred losses and/or have accumulated losses as at the year-end or previous period end.

a) (i) In case of certain subsidiaries, the Company has investments in the equity shares aggregating ₹ 641,929,929/- (Previous period ₹ 47,545,410/-) and Loans and Advances aggregating ₹ 393,475,515/- (Previous period ₹ 294,260,588/-) as at the year end. Despite losses in these companies, in the opinion of the management, considering the strategic long-term nature of the investments and the business plans of the said subsidiaries, the decline in the book value of these investments is temporary.

(ii) In case of certain other subsidiaries the Company has investments in equity shares aggregating ₹ 88,366,437/- (Previous period ₹ 88,866,436/-) and Loans and Advances aggregating ₹ 5,126,727/- (Previous period ₹ 11,234,979/-) at the year end against which the Company has provided during the year ₹ Nil (Previous period ₹ 500,000/-) as diminution in value of investment and written back ₹ Nil (Previous period ₹ 9,759,896/-) thus continuing to carry balance of ₹ 42,359,334 (Previous period ₹ 42,859,334/-) as provided for diminution in value of investments and ₹ Nil (Previous period ₹ 9,173,885/-) towards provisions for doubtful advances. In the opinion of the management, the balance amounts are recoverable, requiring no additional provision.

b) Aptech Training and Education Trust setup in Tamilnadu to which the Company had advanced ₹ 6,266,636/- (Previous year ₹ 6,266,636/-) in earlier years which are fully provided for. During the current year, full amount has been written off.

c) Aptech Manpower Services Limited a wholly owned subsidiary closed down its operation under easy exit scheme with Register of Companies Maharastra.The Approval were received on April 21, 2011 hence the amount of Investment ₹ 500,000 & Loans ₹ 490,376 which were fully provided earlier, have been written off.

6. In 2007, the Company and Asian Institute of Communication & Research (AICAR) had formed a strategic alliance to create a premier educational institute of world-class quality. The AICAR Business School is a world-class Residential Institute offering Graduate Students and Corporate the opportunity to enhance skills in the research and development of management and communication practices of a standard unparalleled in most other institutes.

The two-year full time Post Graduate Diploma in Management offered by AICAR Business School is approved by the All India Council of Technical Education, New Delhi and is affiliated to the Directorate of Technical Education Board, Government of Maharashtra.

The Company has advanced ₹ 62,999,662/- inclusive of interest (Previous year ₹ 55,558,230/-) to AICAR.

7. Details of loans and advances in the nature of loans (as required by Clause 32 of the listing agreement with the Stock exchanges)

Amount in ₹

Particulars	Loans and advances as at		Maximum outstanding during the period/year	
	31-Mar-11	31-Mar-10	31-Mar-11	31-Mar-10
Wholly Owned Subsidiry Company				
Aptech Training Limited, FZE	1,176,129	7,065,878	10,510,541	9,656,713
Aptech Worldwide Bangladesh Limited @	2,103,600	2,103,600	2,103,600	2,103,600
Maya Entertainment Limited	61,414,317	-	61,634,382	-
Attest Testing Services Limited	77,181,776	100,309,876	99,574,220	101,292,559
Aptech Worldwide Corporation	1,846,997	1,594,704	1,846,997	1,758,970
Aptech Manpower Services Limited @	-	470,797	490,376	470,797
Avalon Aviation Academy Private Limited	252,425,965	189,951,527	252,425,965	189,951,527
Aptech Worldwide Ltd., South Africa	-	-	-	82,326
AGLSM SDN. BHD Malaysia	2,453,457	3,999,184	4,381,598	4,687,990
Entity in which director has significant influence				
Aptech Training and Education Trust @	-	6,266,636	6,266,636	6,266,636
Aptech Employee Welfare Trust @	-	286,122	286,122	286,122
Aptech Education Trust @	-	15,000	15,000	15,000
Aptech Education Society @	-	-		216,223,369

Notes:

a) Above Loans and Advances are interests free and repayable on demand.

b) Loans to employees as per the Company's policy are not considered above.

c) There are no investments by the loanees in the shares of the Company.

d) The loans marked @ are fully/partly provided for as doubtful of recovery or written off .

8. a) Sundry Debtors and Sundry Creditors and Some Bank Balances are subject to confirmation and reconciliation.

   b) Administration and other expenses are net of recoveries.

   c) Miscellaneous Expenses includes printing and stationary ₹ 5,918,967/- (Previous year ₹ 7,530,809/-), office security and service charges ₹ 11,290,895/- (Previous year ₹ 15,004,881/-) and other expense.

9. The debtors are net of ₹ 77,311,907/- (Previous year ₹ 77,653,267/-) being the amounts payable to franchisees/vendors for services rendered to Institutional Clients and International Clients, since as per the contract terms the same are payable only after the recovery from Institutional/international clients.

10. Out of the dues receivable by the Company from one Institutional project which was completed, ₹ 7,598,755/- has been held back by the client during the period (Previous period ₹ 7,059,458) towards certain alleged non-fulfillment of the Contract Terms without giving the requisite details. The Company is in correspondence with the client to obtain the full details and resolve the differences. The outstanding balance receivable by the Company as on March 31 2011 is Rs.156, 257,586 (Previous period Rs 174,752,347).

    Further, the Company has to recover since long, ₹ 59,886,303/- (Previous year ₹ 59,886,303/-) from another institutional client who has held back ₹ 9,469,000 (Previous period ₹ 9,029,038/-) towards certain alleged non fulfillment of contract terms. The Company has to recover ₹ 50,417,303/- (Previous year ₹ 50,857,265/-) over and above the aforesaid penalty. Against the aforesaid receivable, the Company has to pay the business partners ₹ 30,417,303/- (Previous year ₹ 30,778,365/-) only on recovery from the project client, after adjustment of penalty attributable to them.

    Pending the final outcome of the discussions/correspondence with the clients, as a measure of caution, the Company has provided in current year ₹ 3,157,586 as doubtful debt aggregating to ₹ 185,726,586/- as at 31st March 2011 (as at end of Previous period ₹ 182,569,000/-).

11. Based on information available with the Company, there are no dues payable to Micro Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

12. The following are included under course execution expenses in Profit and Loss Account

Amount in ₹

Particulars	Year ended 31-Mar-2011	Period ended 31-Mar-2010
Salaries All Project related salary and allowances	112,409	1,564,274
Communication Expenses	68,252	110,910
Electricity Expenses	1,192	464,525
Printing and Stationary	42,438	226,146
Godown Rent	39,400	71,700
Repairs and Maintenance of Computers & Others	-	269,242
Insurance	15,456	17,371
Professional Fees	15,238,382	7,371,811

13. Payment to Auditors (net of service tax):

Amount in ₹

Particulars	Year ended 31-Mar-2011	Period ended 31-Mar-2010
Audit Fees	1,700,000	1,875,000
Tax Audit Fees	550,000	687,475
Limited Review	645,000	750,000
Certification/Other Fees :		
Tax Advisory	282,255	192,275
Management Consultancy (M & A)	324,176	350,000
Company Law Matters	75,000	70,000
Reimbursement of Expenses	134,451	116,685
Total	**3,710,882**	**4,041,435**

Note: Apart from above ₹ 495, 000 paid to Auditors accounted in Investment.

14. **Managerial Remuneration:**

Managerial remuneration to Managing Director ('MD') and Executive Director ('ED') under Section 198 of the Companies Act 1956:

Amount in ₹

Particulars	Year ended 31-Mar-2011	Period ended 31-Mar-2010
Salaries and Allowances	8,915,000	14,538,294
Contribution to Provident and other funds	820,894	7,523,294
Total	**9,735,894**	**22,061,588**

Notes:

a) The computation of net profits under Section 349 of the Companies Act, 1956 is not given since no commission is payable to any director.

b) In determination of Managerial remuneration, certain perquisites have been valued in accordance with Income Tax Act, 1961.

c) As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors are not included above.

d) The managerial remuneration for the period under report being in excess by Rs 2,503,601 limits specified under section 198 read with Schedule XIII of the Act, the application for the approval of Central Government for the waiver of such excess is being made by the Company.

e) The Company has received approvals from the Central Government on dated 9th May, 2010 for waiver of excess remuneration of ₹ 4,681,225/- paid to the erstwhile Managing Director Mr. Pramod Khera during the period 01.01.2009 to 31.03.2009.

f) Under the Employee Stock Option Scheme 2006, Mr. Ninad Karpe, Managing Director & CEO was granted 265,000 stock options in three phases in April 2009.out of which during the the year 140,219 stock options were lapsed as on 31st March, 2011.

15. **Earnings per Share ('EPS'):**

Amount in ₹ (Except number of shares)

Particulars	Year ended 31-Mar-2011	Period ended 31-Mar-2010
Profit after tax and exceptional items as disclosed in Profit and Loss Account (A) (₹)	78,879,151	864,343,840
Weighted average number of equity shares Outstanding during the year/period		
Basic (No. of Shares) (B)	48,468,190	46,518,374
Add: Diluted Impact of Employee Stock Option	343,038	748,027
Diluted (No. of Shares) (C)	48,811,228	47,266,401
Nominal value of equity shares (₹)	10/-	10/-
Basic EPS (A/B) ₹	1.63	18.58
Diluted EPS (A/C) ₹	1.62	18.29

16. **Retirement Benefits**

A) The details of the Company's defined benefit plans for its employees are given below:-

The amount recognised in the balance sheet in respect of the gratuity:

Amount in ₹

Particulars	31-Mar-11	31-Mar-10
Present value of the defined benefit obligation at the end of the period	23,024,961	18,637,774
Fair value of the plan assets	1,946,936	2,880,846
Net Liability/(Assets)	21,078,025	15,756,928

The amount recognised in salary and employee benefits in the profit & loss account as follows in respect of the gratuity:

Amount in ₹

Particulars	31-Mar-11	31-Mar-10
Current Service Cost	3,383,061	4,185,447
Interest on defined benefit obligation	1,444,427	1,670,468
Expected return on plan assets	(216,063)	(660,208)
Net actuarial (Gain)/Loss on plan Assets	1,709,672	1,259,831
Adjustment of expenses on account of merger	(129,000)	-
Net Gratuity Cost	6,192,097	6,455,538

Actual Return on plan assets:

Amount in ₹

Particulars	31-Mar-11	31-Mar-10
Expected Return on plan assets	216,063	676,023
Acturial Gain / (Loss) on plan assets	(86,756)	709,010
Actual return on plan assets	129,307	1,385,033

Reconciliation of present value of the obligation and the fair value of the Plan assets

Amount in ₹

Particulars	31-Mar-11	31-Mar-10
Opening defined benefit obligation as on 1.04.2010	18,637,774	18,355,063
Current Service Cost	3,383,061	4,185,447
Interest cost	1,444,427	1,670,468
Actuarial (Gain)/Loss	1,622,916	1,944,623
Benefit Paid	(2,063,217)	(7,517,829)
Closing defined benefit obligation as on 31.03.2011	23,024,961	18,637,774

Change in fair value plan assets

Amount in ₹

Particulars	31-Mar-11	31-Mar-10
Fair value of the plan assets at the beginning of the period	2,880,846	9,013,642
Expected return on plan assets for the period	216,063	676,023
Contributions during the period	1,000,000	-
Benefits paid during the period	(2,063,217)	(7,517,829)
Acturial Gain/(Loss) on plan assets	(86,756)	709,010
Fair value of the plan assets at the end of the period	1,946,936	2,880,846

Principal Actuarial Assumptions as at

Amount in ₹

Particulars	31-Mar-11	31-Mar-10
Discount Rate	8.00%	7.75%
Estimated rate of return on plan assets	7.50%	7.50%
Rate of Salary Growth	6.75%	6.50%

General description of the fair value of the plan

Gratuity liability under the Payment of Gratuity Act, 1972 is accrued on actuarial valuation and funded through group gratuity scheme of the holding company administrated by ICICI Prudential Life Insurance Company Limited

(II) The amount recognised in the balance sheet in respect of the Leave Encashment:

Amount in ₹

Particulars	31-Mar-11	31-Mar-10
Present value of the defined benefit obligation at the end of the period	12,190,158	8,975,911
Fair value of the plan assets	-	-
Net Liability/(Assets)	12,190,158	8,975,911

The amount recognised in salary and employee benefits in the Profit and Loss Account as follows in respect of the:

Amount in ₹

Particulars	31-Mar-11	31-Mar-10
Current Service Cost	2,172,831	2,608,285
Interest on defined benefit obligation	695,594	727,491
Expected return on plan assets	-	-
Net actuarial (Gain)/Loss on plan Assets	1,996,872	(209,522)
Net Leave encashment Cost	4,865,297	3,126,254

Reconciliation of present value of the obligation.

Amount in ₹

Particulars	31-Mar-11	31-Mar-10
Opening defined benefit obligation as on 01.04.2010	8,975,411	7,936,000
Current Service Cost	2,172,831	2,608,285
Interest cost	695,594	727,491
Actuarial (Gain)/Loss	1,996,872	209,522
Benefit Paid	(1,650,550)	(2,505,887)
Closing defined benefit obligation as on 31.03.2011	12,190,158	8,975,411

Principal Actuarial Assumptions at the balance sheet date 31.03.2011

Particulars	31-Mar-11	31-Mar-10
Discount Rate	8.00%	7.75%
Estimated rate of return on plan assets	7.50%	7.50%
Rate of Salary Growth	6.75%	6.50%

B) Defined Contribution Plan –

The Company has recognised the following Amount as an expense and included in the Schedule 13 – "Contribution to Provident and Other Funds – ₹ 15,096,847/- (Previous year ₹ 25,143,508/-)

17. Segment information under AS–17

Primary Segment information : Business Segment

Amount in ₹

Particulars	2011 Business Segments				2010 Business Segments			
	Retail	Institutional	Unallocable	Total	Retail	Institutional	Unallocable	Total
Revenue								
Income from Segment	783,049,315	154,924,360	52,224,977	990,198,652	1,076,804,010	162,276,996	50,055,304	1,289,136,310
Results before Interest and Tax and Exceptional Items	270,824,531	5,577,199	(170,562,852)	105,838,878	376,510,922	(42,451,623)	(181,634,305)	152,424,993
Less: Interest Expenses and Finance Charges	232,458	54,918	21,985,762	22,273,138	236,934	528,916	32,075,429	32,841,279
Profit/(Loss) before Tax and Exceptional Items	270,592,073	5,522,281	(192,548,614)	83,565,740	376,273,988	(42,980,539)	(213,709,734)	119,583,714
Exceptional Items								
Provision for Rebate								-
Tax Refund (Institutional Project)						20,000,000		20,000,000
Profit/(loss) on Sale of Investment					-	-	1,043,744,917	1,043,744,917
Net Dimunition In Value of Long Term Investment Written Back							9,259,896	9,259,896
Provision no longer required written back								
Profit/(Loss) before Tax	270,592,073	5,522,281	(192,548,614)	83,565,740	376,273,988	(22,980,539)	839,295,078	1,192,588,527
Add/(Less): Taxation	-	-	4,686,589	4,686,589	-	-	328,244,687	328,244,687
Profit/(Loss) after Tax	270,592,073	5,522,281	(197,235,203)	78,879,151	376,273,988	(22,980,539)	511,050,391	864,343,840
Other Information								
Carrying amount of Segment Assets	229,637,937	63,806,052		293,443,989	304,435,866	223,829,342		528,265,208
Unallocable Assets			2,753,084,079	2,753,084,079			2,222,705,595	2,222,705,595
Carrying amount of Segment Liabilities	102,850,509	31,327,814		134,178,323	83,519,153	45,716,000		129,235,153
Unallocable Liabilities			258,489,284	258,489,284			111,627,959	111,627,959
Cost incurred to acquire Segment Fixed Assets during the year(net of intercomp Accm dep)	26,715,783	2,063,795	18,045,277	46,824,855	50,169,735	50,158,069	20,829,997	121,157,802
Depreciation/Amortization	43,655,220	2,914,086	42,118,522	88,687,828	65,392,358	9,821,838	51,778,724	126,992,920
Significant Non-Cash Expenditure	22,553,803	8,699,097	(5,485,159)	25,767,741	15,501,120	36,658,717	(16,241,876)	35,917,961
(ESOP Cost, Provision for doubtful debts, Unrealised forex loss)								

Secondary Segment information : Geographical segment

Particulars	2011			2010		
	Revenue from customers by location	Carrying amount of Segment assets by location	Addition to Fixed Assets	Revenue from customers by location	Carrying amount of Segment assets by location	Addition to Fixed Assets
India	740,298,615	293,443,989	46,243,537	953,198,835	528,265,208	121,157,802
Outside India	197,675,060		581,318	285,882,170		

18. Disclosures in respect of Related Parties pursuant to Accounting Standard 18:

I) List of Related Parties:

Parties where control exists:	**Subsidiaries:**
	Aptech Training Limited FZE Dubai
	Aptech (WOS) Bangladesh Limited
	Aptech Worldwide Corporation, US
	Maya Entertainment Limited (w.e.f. 23.04.2010)
	Attest Testing Services Limited
	Avalon Aviation Academy Pvt. Ltd.
	Aptech Manpower Services Limited (Ceased w.e.f. 31.12.2010)
	ACE Educação Profissional do Brasil S.A
	AGLSM SDN BHD – Malaysia
	Aptech Worldwide – South Africa
	Aptech Investments Enhancers Ltd., Mauritius
	Aptech Ventures Ltd., Mauritius
	Aptech Global Investment Ltd., Mauritius
	Others:
	Aptech Employees Stock option Trust
Company/firm whose control exists:	Aptech Investments
Other parties with whom company has entered into transactions during the year:	
	Beijing Aptech Beida Jade Bird Information Technology Co. Limited (BJBC) (Joint Venture)
	Aptech Phillipines Incorporation (Phillipines) (Associates)
Key management personnel:	Mr. Ninad Karpe - Managing Director

II) Transactions with Related parties:

Amount in ₹

Nature of transaction	Subsidiaries	Key Management Personnel	Total
Expenses	3,519,431	9,735,894	13,255,325
(Previous year)	(3,309,940)	(11,252,384)	(14,562,324)
Income	3,595,183		3,595,183
(Previous year)	(5,246,852)		(5,246,852)
Sale of Fixed Assets	-		-
(Previous year)			
Purchase of Fixed Assets	2,309,792		2,309,792
(Previous year)	(10,133,675)		(10,133,675)
Reimbursment of Expenses received	40,434,017		40,434,017
	(33,686,097)		(33,686,097)
Finance			-
(Including loans and equity, contributions in cash or kind)			-
a) Loans granted			-
(including share application money)			-
Balance as at 1st April 2010	304,644,152		304,644,152
(Previous year)	1,754,703		1,754,703

Amount in ₹

Nature of transaction	Subsidiaries	Key Management Personnel	Total
Fresh Loans given to Subsidiary during the year	287,084,287		287,084,287
(Previous year)	(358,090,292)		(358,090,292)
Loans repaid by Subsidiary during the year	191,265,135		191,265,135
(Previous year)	(285,312,079)		(285,312,079)
b) Loans taken			
Balance as at 31st March, 2011			
(Previous year)			
Fresh Loans taken during the year			
(Previous year)			
Loans repaid during the year			
(Previous year)			
b) Investment in Equity			-
(excluding share application money)	-		-
Purchased/adjusted during the year	-		-
(Previous year)			
Balances at the end of the year	400,463,304		400,463,304
	(304,644,152)		(304,644,152)
Investments	730,296,366		730,296,366
(Previous year)	(135,911,847)		(135,911,847)
Sundry Debtors			-
Balance	18,486		18,486
(Previous year)			-
Creditors balance as at 31st March, 2011	-		-
(Previous year)			
Corporate Guarantees	-		-
(Previous year)			

Related party relationship is as identified by the Management and relied upon by the Auditors.

There have been no write off/write back in case of any related party except provision for doubtful debts and write off disclosed elsewhere in Financial statement .

III) **Out of the above items transactions with subsidiaries, Associates and Key Management Personnel in excess of 10% of total related party transactions are as under:**

Amount in ₹

	Transaction	Relationship	2011	2010
a)	**EXPENSES**			
	Training and Educaiton Income			
	Attest Testing Services Limited	Subsidiary	3,484,431	1,967,927
	Aptech Training Limited FZE Dubai	Subsidiary		3,278,925
b)	**INCOME**			
	Aptech Training Limited FZE Dubai	Subsidiary	3,595,183	-
c)	**Reimbursment of Expenses received**			
	Attest Testing Services Limited	Subsidiary	13,930,022	14,218,412
	Avalon Aviation Academy P. Ltd.	Subsidiary	13,121,814	16,595,596
	Maya Entertainment limited	Subsidiary	10,818,925	-

Amount in ₹

	Transaction	Relationship	2011	2010
d)	**Expenditure**			
	Managerial Remmuneration			
	Mr. Ninad Karpe	Key Management Personnel	9,735,894	11,200,994
e)	**Purchase of fixed assets**			
	Avalon Aviation Academy P. Ltd.	Subsidiary	2,309,792	-
f)	**Sale of fixed assets**			
	Aptech Software Limited	Subsidiary	-	-
	Avalon Aviation Academy P. Ltd.	Subsidiary	-	-
	Attest Testing Services Limited	Subsidiary	-	-
g)	**Loans and Advances**			
	(i) **[Given/(repaid back)]**			
	Attest Testing Services Limited	Subsidiary	91,427,549	
	Avalon Aviation Academy P. Ltd.	Subsidiary	95,756,784	
	Maya Entertainment limited	Subsidiary	83,394,814	
	(ii) **Repaid**			
	Attest Testing Services Limited	Subsidiary	112,759,000	
	Avalon Aviation Academy P. Ltd.	Subsidiary	33,318,846	
	Maya Entertainment limited	Subsidiary	21,884,070	
h)	**Investments**			
	Maya Entertainment limited	Subsidiary	594,384,519	-
	Aptech Venture Ltd.	Subsidiary		1,081,320,981

19. Operating Leases

The maximum obligation on non-cancellable operating lease payable as per the lease agreement is as follows:

Amount in ₹

Particulars	Year ended 31-Mar-2011	Period ended 31-Mar-2010
Operating lease payment recognised into profit/loss account	7,158,463	8,380,688
Not later than one year	4,645,594	7,158,463
Later than one year and not later than five years	-	4,645,594
Later than five years		-

20. Deferred Tax

Deferred Tax Asset on carry forward business losses/depreciation and other differences in excess of deferred tax liability has not been recognised as a matter of prudence.

Amount in ₹

Breakup of Deferred Tax Asset as on 31st March, 2011	2011	2010
Carried forward Unabsorbed Depreciation	292,890,978	292,890,978
Carried forward Business Loss	72,966,679	92,614,992
Carry Forward Capital Loss	34,413,525	30,189,869
Provision For Bad Debts	41,546,692	62,605,304
Related to Fixed Assets		
Total Deferred Tax Asset (A)	**441,817,874**	**478,301,143**
Related to Fixed Assets	15,703,133	14,653,555
Total Deferred Tax Liability (B)	**15,703,133**	**14,653,555**
Net Deferred Tax Asset (A-B)	**426,114,741**	**463,647,588**

21. Additional information pursuant to the provisions of Paragraph 3, 4C, 4D of Part II of Schedule VI of the Companies Act, 1956:

i) Quantitative Details of Education and Training course materials:

	Particulars	31-Mar-11	31-Mar-10
1.	**Opening**		
	Quantity (No.s)	579,377	1,118,725
	Value (₹)	15,382,081	18,404,869
2.	**Purchase**		
	Quantity (No.s)	2,130,224	5,512,472
	Value (₹)	46,509,032	82,521,954
3.	**Sales**		
	Quantity (No.s)*	2,062,922	6,051,820
	Value (₹)	48,542,645	85,544,741
4.	**Closing Stock**		
	Quantity (No.s)	646,679	579,377
	Value (₹)	13,601,574	15,382,081

*Including consumption at owned centers

ii) Expenditure in Foreign Currency:

Amount in ₹

	Particulars	Year ended 31-Mar-2011	Period ended 31-Mar-2010
a)	Foreign Travel	5,445,058	7,400,405.26
b)	Training and Education Expenses	20,939,253	36,024,557.93
c)	Administrative and Other Expenses	6,903,081	14,379,132.00

iii) Earnings in Foreign Currency:

Amount in ₹

	Particulars	Year ended 31-Mar-2011	Period ended 31-Mar-2010
a)	F.O.B. Value of sale of Education and training course materials	21,281,150	25,084,566
b)	Training and Education Income	176,393,910	260,797,605

22. The figures for the previous year have been regrouped/rearranged wherever necessary.

For and on behalf of
KHIMJI KUNVERJI & CO.
Chartered Accountants
Firm Registration No. 105146W

Shivji K. Vikamsey
Partner
Membership No. 2242

Place : Mumbai
Date : 30th May, 2011

For and on behalf of the Board of Directors

Ninad Karpe
Managing Director & CEO

C. Y. Pal
Vice Chairman

T. K. Ravishankar
Executive Vice President & CFO

Ketan Shah
Company Secretary

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:

1.	**Registration Details**	
	Registration No.	11/123841
	State Code	11
	Balance Sheet Date	March 31, 2011
2.	**Capital Raised During The Year at Face Value**	` In Lakhs
	Public Issue (GDR Issue)	-
	Right's Issue	-
	Employees Stock Option Plan 2006	2
	Warrants	-
	Preferential Allotment	-
3.	**Position of Mobilisation and Deployment of Funds**	` In Lakhs
	Total Liabilities	26,539
	Total Assets	26,539
	Sources of Funds	` In Lakhs
	Paid-up Capital	4,877
	Warrants	13
	Reserves & Surplus	21,461
	Secured loans	-
	Unsecured Loans	-
	Deferred Tax Liability	-
	Application Of Funds	` In Lakhs
	Net Fixed Assets	3,145
	Investments	15,200
	Net Current Assets	8,193
	Misc. Expenditure	-
	Accumulated Losses	-
4.	**Performance of Company**	` In Lakhs
	Turnover	9,902
	Total Expenditure	9,066
	Profit Before Tax	836
	Profit After Tax	789
	Earnings Per Share in ` (Refer Note No. B-15 above)	1.63
	Dividend Rate %	25%
5.	**Generic Names of the Three Principal Products/Services of Company**	
	Item *	NIL
	Code No. (ITC code)	NIL
	Product Description	COMPUTER EDUCATION
	Item *	NIL
	Code No. (ITC code)	NIL
	Product Description	MULTI MEDIA EDUCATION

* Code No. for the services rendered by the Company is not available in the Publication of the Indian Trade Classification for ITC Code of Products by Ministry of Commerce, Directorate General of Commercial Intelligence & Statistics, Calcutta - 700 001.

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES FOR THE YEAR ENDED 31ST MARCH 2011

Amount in ₹

Particulars	Name of the Subsidiary Company										
	Maya Entertainment Limited	Attest Testing Service Limited	Avalon Aviation Academy Pvt. Ltd.	Aglsm Sdn.bhd. Malasiya	Aptech Worldwide Corporation USA	Aptech Training Limited, FZE, Dubai	Aptech Worldwide Bangladesh Ltd.	ACE Educacao Profissional do Brasil S.A.	Aptech Investment Enhancers Limited, Maritius	Aptech Ventures Limited, Maritius	Aptech Global Investment Limited, Maritius
Equity Capital	236,421,070	828,410	40,000,000	6,717,000	40,950,000	46,007,103	1,409,334	45,270,645	20,946,430	20,946,430	34,952,151
Preference capital		-	-	-	-	-	-	-	710,109,460	710,179,985	-
Share Application Money		-	-	-	-	-	-	17,838,893	-	-	-
Reserves	(256,058,949)	(39,941,069)	(261,994,681)	(7,410,141)	(61,107,731)	35,338,912	(459,427)	(56,314,955)	350,331,467	711,588	(257,790)
Total Assets (exclude Investments)	41,872,871	38,116,337	30,418,483	1,760,316	-	65,940,157	3,593,749	7,806,926	1,081,387,358	731,844,643	42,394,449
Total Liabilities (excluding capital and reserves)	61,510,750	77,228,994	252,413,164	2,453,457	20,157,731	19,574,592	2,643,843	-	-	6,640	7,700,088
Investment other than Investment in subsidiary	214,509	-	-	-	-	-	-	-	-	-	-
Income	750,837,813	122,138,157	46,743,926	10,210,223	6,081,463	47,818,496	-	3,952,932	353,518,395	1,550,251	1,116,621
Profit Before Tax	69,184,449	27,676,978	(75,756,707)	(3,022,533)	4,874,687	20,949,169	-	(43,431,558)	350,941,473	1,322,163	(424,472)
Provision For Taxation	-	-	-	-	148,128	-	-	213,124	-	-	-
Profit After Tax	69,184,449	27,676,978	(75,756,707)	(3,022,533)	4,726,559	20,949,169	-	(43,644,682)	350,941,473	1,322,163	(424,472)
Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-
Reporting Currency (other than ₹)				MYR	USD ($)	USD ($)	BDT	Reias	Euro	Euro	Euro
Closing Rate				14.95	44.65	44.65	0.61	27.13	63.84	63.84	63.84

* The Annual Accounts for 2010-11 for all the subsidiaries are available at Company's Registered Office. Any investor either of Holding Company or any Subsidiary Company can seek any information at any point of time by making a request in writing to the Company Secretary of the Company.

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 Eleventh Annual General Meeting of APTECH LIMITED will be held on Friday, 29th July, 2011 at "Rangswar Hall", 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400021 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Profit and Loss Account for the financial year ended 31st March, 2011, 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, 2011.
3. To appoint a Director in place of Mr. Walter Saldanha who retires by rotation and being eligible offers himself for reappointment. .
4. To appoint a Director in place of Mr. Yash Mahajan who retires by rotation and being eligible offers himself for reappointment.
5. To appoint a Director in place of Mr. Utpal Sheth who retires by rotation and being eligible offers himself for reappointment.
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.

SPECIAL BUSINESS

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the vacancy caused by the retirement of Mr. Pramod Khera, who retires by rotation at the ensuing Annual General Meeting and who does not seek re-appointment be not filled up at this meeting and may be filled up by the Board of Directors at a later date."

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

   "RESOLVED THAT pursuant to the provisions of Sections 198, 309, 310, 349, 350 and any other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, permissions, or sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to decide and to pay the remuneration by way of commission (over and above the payment of sitting fees) to the Directors of the Company other than the Managing Director of the Company, a sum not exceeding 1% per annum of the net profits of the Company computed in the manner laid down in Section 349 and 350 of the Companies Act, 1956 in any financial year upto a period of 5 years commencing from July 2011."

NOTES:

1. The Explanatory Statement under Section 173(2) of the Act, in respect of the special business to be transacted at the meeting is annexed hereto
2. 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.
3. 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.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd July, 2011 to Friday, 29th July, 2011 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.

6. 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.
7. As required under Clause 49 of the Listing Agreement particulars of Directors seeking re-appointment/appointment are annexed to this notice below
8. 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.
9. A certificate from the Auditors of the Company will be placed before the Members of the Company at the Annual General Meeting confirming that the implementation of the Employees Stock Option Scheme, 2006 is in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended from time to time, and as per the approval accorded by the Members vide special resolution dated 16th September, 2006.
10. Those Members who have so far not encashed their dividend warrants in respect of the dividend declared for the period ended 31st March, 2010 may approach the Company or Registrar and Share Transfer Agents for the payment thereof.
11. 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 pincode
    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.
12. Members holding shares in dematerialized mode are requested to intimate changes if any in their addresses alongwith pincode to their Depository Participants.
13. 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.

Explanatory Statement pursuant to Section 173(2) of the Act.

Item No. 7 of the Notice

Mr. Pramod Khera is a Non-Executive Director on the Board of the Company since 1st April, 2009. He retires by rotation at the ensuing annual general meeting and does not seek re-appointment. The members of the Board have regretfully acceded to his request and propose that the vacancy caused by his retirement be not filled up. While recording its appreciation for the contribution made by him during his tenure, the Board recommends passing of this resolution.

None of the Directors of the Company except Mr. Pramod Khera are interested in the resolution.

Item No. 8 of the Notice

In terms of the provisions of Section 309 of the Companies Act, 1956, a Director who is neither in the whole time employment of the Company nor a Managing Director may be paid remuneration, inter alia, by way of commission not exceeding 1% of the net profits in aggregate to all such Directors if a company has a Managing Director or Whole time Director.

Section 309(4) of the Companies Act, 1956 requires the consent of the shareholders by a special resolution at the general meeting for the payment of commission to Non-Executive Directors of the Company. As per Section 309(7) of the Companies Act, 1956, such special resolution remains in force for a period of five years at a time. Hence the special resolution as per Item No. 8 of the notice seeks to authorize payment of 1% commission on net profits to the Directors other than the Managing Director for a period of five years from July 2011.

The Board of Directors at its meeting held on 30th May, 2011 accorded its approval to the payment of remuneration by way of commission to Non-Executive Directors of the Company in pursuance of the applicable provisions under the Companies Act and subject to the necessary approvals of the members of the Company and the Central Government if necessary.

Except Mr. Ninad Karpe, Managing Director, all the Directors of the Company may be deemed to be concerned or interested in the resolutions to the extent of commission which may be received by them.

By Order of the Board of Directors

Ketan H. Shah
Group Company Secretary &
General Manager Legal

Place : Mumbai
Date : 30th May, 2011

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. Walter Saldanha	Mr. Yash Mahajan	Mr. Utpal Sheth
Date of Birth	31st October, 1931	6th April, 1937	20th June,1971
Date of Appointment	31st October, 2007	28th October, 2005	28th October, 2005
Areas of Expertise	Communication/ Advertising and Marketing	Finance, Marketing, Material Services, HRD, Joint Ventures (Domestic & Overseas), Administration & General Management	Investment Research, Investment Management and Investment Banking
List of other public companies incorporated in India in which directorships held as on 31st March, 2011	Nil	1) SML Isuzu Limited 2) Pidilite Industries Limited	1) Concord Biotech Limited 2) Cinemax India Limited 3) Innovassynth Technologies (India) Limited 4) KLT Automotive and Tubular Products Ltd. 5) Metro Shoes Limited 6) Nagarjuna Construction Company Limited 7) Praj Industries Limited 8) Tops Security Ltd. 9) Zen Technologies Ltd.
List of Chairmanships/ memberships of committees of the board of other public Companies incorporated in India in which directorships held as on 31st March, 2011	Nil	SML Isuzu Limited ● Shareholder/ Investor Relation Committee (Member)	Nil
No. of shares held in the Company prior to the date of appointment/ re-appointment	Nil	Nil	Nil

NOTES

Aptech

Unleash your potential

Proxy No.:

APTECH LIMITED

Registered Office : Aptech House, A-65, M.I.D.C., Marol, Andheri (E), Mumbai 400 093.

PROXY FORM

Registered Folio/Client ID**												
DP ID**												
No. of Shares held												

I/We___________________________________ of ____ in the district of ____ being a Member/Members of the above named Company hereby appoint ____________________________ residing at ____ or failing him/her ____ residing at ______________________________________ as my/our proxy, to attend and vote for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company to be held on Friday, the 29th day of July, 2011 at 4.00 p.m. at “Rangaswar Hall”, 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021 and at any adjournment thereof.

Signed this ___________ day of ___________ , 2011.

Affix
₹ 1.00
Revenue
Stamp

(Signature(s) of the Member(s)
across the Stamp)

Notes:

1). The Proxy, in order to be effective, must be duly completed, signed and deposited at the Registered office of the Company, not less than **48 hours** before the time of the meeting.
2. A proxy need not be a member.
3. All alterations made in the Proxy Form should be initialled.
4. **Applicable for Investors holding shares in electronic form.

APTECH LIMITED

Registered Office : Aptech House, A-65, M.I.D.C., Marol, Andheri (E), Mumbai 400 093

ATTENDANCE SLIP

Registered Folio/Client ID*												
DP ID*												
No. of Shares held												

I confirm that I am a member/proxy for a member of the Company.

I hereby record my presence at the Eleventh Annual General Meeting of the Company to be held on Friday, the 29th day of July, 2011 at 4.00 p.m. noon at “Rangaswar Hall”, 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021.

_________________________________ _________________________________

Name of the Member/Proxy — Signature of the attending Member/Proxy

*Applicable for Investors holding shares in electronic form.

Note: Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting Hall.

Disclaimer : In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

OLD LOGOS	NEW LOGOS
APTECH® COMPUTER EDUCATION www.aptech-education.com	Aptech COMPUTER EDUCATION™ Unleash your potential
N-Power™ Hardware & Networking Specialized Training Centre	Aptech HARDWARE & NETWORKING ACADEMY™ Unleash your potential
AVALON™ ACADEMY Aviation | Hospitality | Tourism	Aptech AVIATION & HOSPITALITY ACADEMY™ Unleash your potential
englishexpress ENGLISH LEARNING ACADEMY	Aptech ENGLISH LEARNING ACADEMY™ Unleash your potential
ATTEST COMPLETE ASSESSMENT AND TESTING SOLUTIONS	Aptech ASSESSMENT & TESTING SOLUTIONS™ Unleash your potential
APTECH® Global Learning Solutions	Aptech LEARNING SERVICES™ Unleash your potential
APTECH® Global Learning Solutions	Aptech TRAINING SOLUTIONS™ Unleash your potential

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Unleash your potential