Aptech

Unleash your potential

Aptech Limited

ANNUAL REPORT 2017-18

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Corporate Information

Board of Directors

Rakesh Jhunjhunwala
Chairman

Vijay Aggarwal
Director

Anil Pant
Managing Director & CEO

Anuj Kacker
Whole Time Director

Asit Koticha
Director

Madhu Jayakumar
Director

Madhusudan Kela
Director

Nikhil Dalal
Director

Ninad Karpe
Director

Rajiv Agarwal
Director

Ramesh S. Damani
Director

Utpal Sheth
Director

Company Secretary
Ketan H. Shah

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

Statutory Auditors

M/s. Bansi S Mehta & Co
Chartered Accountants,
Merchant Chamber,
3rd Floor, 41, New Marine Lines
Mumbai - 400 020.

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.

Yes Bank
25th Floor, Tower 2,
Indiabulls Finance Centre,
Senapati Bapat Marg,
Lower Parel (W), Mumbai - 400 093.

Registrar & Transfer Agents

M/s. Karvy Computershare Pvt. Ltd
Karvy Selenium, Tower B, Plot 31-32, Gachibowli,
Financial District, Hyderabad - 500 032
Tel No : +91 40 6716 2222
FaxNo : +91 40 2342 0814
Email : einward.ris@karvy.com

MANAGEMENT DISCUSSION AND ANALYSIS

Aptech in the Education Sector

Aptech is a leading player in the private, non-formal education space that has developed a unique franchising-based, global education platform. It has been a pioneer in many industry segments and has scaled these into large markets, in India and many countries abroad. It is currently present in more than 40 countries after 30+ years of being in existence. It fills a need-gap between the skills demanded by employers and education offered by the formal sector from both volume and skills perspective. The Company has succeeded in replicating its success in the IT Training segment into many verticals and has developed a franchising-based education platform, which can now deliver similar products in the non-formal space across the globe. As an outcome of its presence in the skilling space and digitisation push, the Company also gained a first mover advantage in the online Assessment and Testing segment and is one of the leading players in India in this space.

Business Overview

The product portfolio of Aptech can be broadly categorized into two segments, viz. Retail and Non-retail. Retail segment consists of network of vocational (targeting adult and young-adult age group) and pre-school (targeting toddlers and pre-schoolers age group) learning centres under various brands of Aptech, primarily run with a franchise model. Aptech's skilling centres offer programs addressing various vocations for jobs in multiple verticals.

Retail

Offering in the Skilling Area for Adults & Young Adults Age Group:

Brand	Format	Skill Areas	Industry
Arena Animation	Franchise centres with Arena Animation in domestic and Arena Multimedia brand in international markets	Graphic Design, Web Design, Photography, 2D & 3D Animation, Visual Effects, Gaming	Media & Entertainment
MAAC (Maya Academy of Advanced Cinematics)	Franchise format - under the brand name of MAAC	2D & 3D Animation, Visual Effects, Film Making, Gaming	Media & Entertainment
Aptech Computer Education	A combination of 3 to 5 of these brands also offered under Aptech Learning franchise format in the domestic market, apart from individual brand franchise centres.	Software Development	Information Technology
Aptech Hardware & Networking Academy		Hardware Engineering, Network Management, Software Administration, IT Management	Information Technology
Aptech Aviation & Hospitality Academy		Customer Service, Airport Management, Ticketing, Hotel Management, Tourism, Retail Store Management, Merchandising, Distribution	Aviation, Hospitality, Travel & Tourism, Organized Retail
Aptech English Learning Academy		Language Learning	All
Aptech Banking & Finance Academy		Banking, Financial Sales, Investment Advisory, Depository Operations, Equity Dealing	BFSI
Lakme Academy Powered By Aptech	Franchise format with Lakme Academy Powered By Aptech brand, in partnership with Lakme India	Skin Care, Make-up, Hair Style, Nail Care	Beauty & Grooming

Course durations of programs ranges from 1 week to 3 years. Content development for all courses is geared towards creating a standardized set of documents that support course delivery in a large and widely spread network of learning centres. These artefacts minimize dependence on trainer's teaching style to achieve the desired learning outcomes to the best extent possible. The courses are a mix of theory and lab/practice with an emphasis to learn the skills necessary for executing the job. Aptech's Industry Connect and Placements (ICAP) team not only provides placement assistance to the students, but also executes multiple industry interaction opportunities to improve learning experience for them. They also provide career guidance and conduct soft skill training to improve employability. The competition for this segment, as defined by the Company, is 'Unemployability'.

Some of the key segments for the Company in this segment that are offered through a dedicated learning centre for a specific audience are as follows:

- **Aptech Indian Technical and Economic Cooperation (ITEC) Program**

  Aptech is an empanelled training provider with the ITEC and Special Commonwealth African Assistance Program (SCAAP) bilateral programs of the Ministry of External Affairs, Government of India since 2002. Under ITEC and SCAAP, the MEA provides fully sponsored training programs in India to selected individuals from developing countries. Aptech offers courses in IT, Multimedia and Language Training at its dedicated facility in New Delhi for ITEC program.

- **Aptech International Window Program (IWP)**

  Aptech's offers exclusive program for International students and professionals, a gamut of courses in Aptech's portfolio in India at its dedicated training infrastructure in Bengaluru or other locations.

Offering for Toddlers, Pre-schoolers, School-age & Adolescent Age Group:

In the recent past, the Company has expanded its target segment by adding offerings in the non-vocational areas for lower age groups. These are as follows:

Brand	Format	Courses
Aptech Montana International Preschool	Franchise format under Aptech Montana International Preschool brand name in partnership with The Montana International Preschool Pvt. Ltd.	Mother-toddler, Pre-nursery, Nursery, Kindergarten-1, Kindergarten-2, Childcare and Activity centres
Aptech Learning Ladder	Direct to school program offered primarily in international markets through School Implementation Partners	Information Technology, Multimedia and Animation

Non-retail

Non-retail segment covers Aptech's offerings to Corporate (Public and Private), Institutional and Government sectors. It consists of two main divisions, viz. Assessment & Testing and Training Solutions. Aptech's services under these divisions can be described as follows:

- **Aptech Assessment & Testing Solutions**

  Computer Aided Assessments and Digital Evaluation for paper based exams (descriptive Q&A) are the main offerings. Computer Aided Assessments are typically used for entrance exams, recruitment and screening exams, semester-end exams, competitive/scholarship exams and corporate assessments, all of which are amenable to multiple-choice answer format. Digital Evaluation tool is relevant for descriptive answer based exams, and involves evaluation of digitized answer scripts. Aptech has capabilities to offer end-to-end solution to clients with its proprietary IT platforms for both offerings.

- **Aptech Training Solutions**

  Training solutions is focused on large scale skilling needs of Corporate and Government clients and covers training in product knowledge, software application training, customer services, soft skills, IT and other areas. The focus area for the Company are training rollouts for middle to lower level employees.

Business Strategy

In the Retail business, Aptech has perfected the art and science of managing large network of franchisee learning centres. Some of the key strategies that the Company has used to drive revenue and profitability growth in this business over the years are as follows:

1. Firm focus on asset-light, franchising or content licensing business models to increase scale and reach at a fast pace without risking capital.
2. Development of a franchise platform with a common servicing infrastructure and resources, which can launch multiple brands across multiple geographies. This also helps Aptech spread risks through diversification.
3. The Company has internalised partnership driven approach in all the areas of operations. While Franchise partners are the primary example of partnership driven approach, the Company has also partnered with companies with domain expertise to launch new products, formed alliances with other companies to offer newer courses under its existing brands and also co-opted competition by allying with formal sector to offer pathway to qualifications for its students.
4. With the mission to eliminate 'Unemployability', Aptech is now focused on driving enrolments that are driven by available employment opportunities. The objective is to ensure better all-round success by improving chances of employment for its students by better matching skill supply with demand. This includes having a strong industry connect to map out the demand for skills from a quantitative and composition perspective. Based on this demand map, to revamp its existing courses or develop new ones, drive enrolment towards these courses and offer full support for placement to students.
5. The Company has also focused on highly manpower intensive sectors, which are seeing growth in demand for skilled manpower,

such as Hospitality, Tourism, Aviation, Beauty & Grooming, Media, Hardware & Networking etc

6. Continuous focus on franchisee economics because success of franchisee means success for Aptech.
7. Constantly increasing use of technology in course delivery and company operations to improve efficiency and effectiveness. Usage of digital marketing is continuously on the rise. All courseware is now delivered to students through an online learning platform Onlinevarsity. Franchise operations are managed through cloud-based portal Aptrack and SAP is being used as an internal ERP. In FY2017-18, the Company started a project to use Augmented & Virtual Reality technologies at the counselling desk to make an impact on the student and improve the quality of sales pitch. It also started integrating Augmented Reality content in its course books to improve learning outcomes.

In the Enterprise Business segment, the Company has focused on investing in a team and robust infrastructure to support multiple large scale exams. The key at present with an evolving market is to build trust and handhold clients in transitioning from paper and pencil tests to computer aided assessments. The Company also offers security and quality assurance to clients by getting certified in all necessary certification standards for e.g. ISO 27001, PCMM Level 3, etc. In the corporate training segment, the focus is to offer support for large scale, geographically spread training roll-outs through the company's reach and project management capabilities.

Consolidated Financial Performance

The Company's Total Operating Revenue on a consolidated basis for the year ended March 31st 2018 stood at ₹ 22,914 lac, reflecting a growth of 8.0% against the previous year. This slow down as compared to 30.6% growth in FY2016-17 over FY2015-16 was primarily on account of Conscious decision to exit from extremely low margin project business in the International Retail segment. These projects had minimal value addition from and to Aptech. Excluding this discontinued revenue stream, on a comparable basis, the total operating revenue growth would have been 19.7% over FY2016-17. Retail segment revenue growth would be 17.0% on a like-to-like basis, excluding such projects business, as against flat lining trend shown in the financial results.

With the inbuilt operating leverage and exclusion of low margin revenue stream, the Operating EBIT margin of Retail segment has gone up by 6.4% from 25.8% in the preceding year. This translated to a growth of 25.0% in Operating EBIT for the Retail segment on an absolute basis. There was a decline of 940 basis points in the Operating EBIT margin for Non-retail segment from FY2016-17 to FY2017-18 mainly on account of increase in manpower to service a higher volume of business on an ongoing basis. In addition to this, Corporate Training division with a relatively lesser margin contributed a higher proportion of the revenue for Non-retail segment in FY2017-18 vis-à-vis FY2016-17. Overall EBIT after excluding the non-cash impact on account of grant of ESOP was 16.4% higher than previous year on a comparable basis. Other Income was higher by ₹ 78 lac majorly on account of interest income and reversal of liabilities. The Company earned an exceptional income of ₹ 1,556.15 lac from sale of land and property where AICAR Business School was situated and other non-core assets, after netting of expenses associated with the sale. Profit Before Tax (after Exceptional Item) grew by 60.3% as compared to FY2016-17. Current tax expenses increased only by 5.7% because of average tax rate for the year was increased to 19.8% in FY2017-18 from 15.40% in FY2016-17 and deferred tax gain of ₹ 353 lac. Profit After Tax went up from ₹ 1,930 lac in the previous year to ₹ 3,287 lac, a gain of 70.3%. Overall basic EPS for the year was higher at ₹ 8.24 as against ₹ 4.84. Total Comprehensive Income for the period was 81.2% higher than last year. Debt on the balance sheet continued to be nil, cash and liquid investment position was ₹ 5,102 lac and the debtor days stood at an average of 96 days as on 31st March 2018.

Segment – wise Financial Performance (₹ in lacs)

	FY2016-17	FY2017-18	Variance	FY2016-17	FY2017-18	Variance
Segment	**Retail**			**Non-Retail**		
Operating Revenues	14,512	14,552	0.3%	6,706	8,362	24.7%
Operating EBIT	3,738	4,673	25.0%	1,433	1,046	-27.0%
Capital Employed	3,954	4,590	16.1%	3,269	5,131	57.0%

RETAIL BUSINESS

Domestic Retail

Major highlights for the Domestic Retail business for the year 2017-18 were as follows:

- Animation & Multimedia vertical segment continued to grow at a good pace in the domestic market with both Arena Animation and MAAC showing translation of enrolment and booking growth into revenue growth. Rapid proliferation of Lakmé Academy Powered by Aptech and Aptech Montana International Preschool centres contributed handsomely to the revenue growth of the Retail business in India.
- With the expansion continuing to remain a focus across all brands in FY2017-18, revenue from new centre sign-ups also increased

for most brands, especially for the newer brands in the portfolio. Overall a total of 196 new centres were signed-up by the Company in FY2017-18 in the domestic market, as against 156 new centres in FY2016-17. This translated to a 35.0% growth in revenue terms.

- Aptech Montana International Preschool signed-up 34 new centres and Lakmé Academy Powered by Aptech signed 55 new centres in FY2017-18. Both these brands also scaled up fast in terms of enrolment growth with many centres becoming operational during the year.
- Industry Connect and Placements (ICAP) team performed well with the total job opportunities made available to students across all brands going up from 20,965 in FY2016-17 to 47,912 in FY2017-18.
- Partnered with a few non-banking financial institutions to offer instant approvals for a collateral-free loan to students for any course at the time of enrolment.
- Launched a community-based platform for the Arena students to showcase their work / portfolio to peers, experts and recruiters for getting feedback and placements in tie-up with Creosouls.
- Aptech signed up Rahul Dravid as the brand ambassador for Aptech Learning and Arena Animation brands for the following year, i.e. FY2018-19.

International Retail (excluding China)

International Retail segment of Aptech continued to gain traction. Key performance highlights for the year 2017-18 are as follows:

- Aptech consciously exited from low margin, low value-add projects, which meant a decline of revenue by ₹ 1,995 lac as compared to FY2016-17. The Company will continue to drive this initiative going forward as well.
- Growth in income from new centre sign-ups (34 new centres), renewal of old centres and courseware showed encouraging growth.
- All the major countries for Aptech, including Vietnam, Qatar, Nigeria (after excluding low margin projects), Malaysia, Uganda, etc. showed growth in FY2017-18 over FY2016-17 on a constant currency basis. Revival also seen in Saudi Arabia and Bangladesh.
- Indian government pushed through adverse changes in commercial terms for the ITEC business during the year, affecting profitability for the project, and consequently the International Retail business. This impact on profitability may affect the continuity of this business going forward, since the Company is re-evaluating all low margin projects.
- Aptech courses were validated and approved by NCC of UK, and this alliance now offers Aptech students a chance to avail Level 5 UK qualifications in IT after completing a few extra modules in their course work. This Level 5 qualification will also allow successful Aptech students to get direct entry into a Level 6 UK program or an international undergraduate program of Universities in many countries.
- Aptech launched its first Aptech Learning and Arena Multimedia centres in Egypt in partnership with a leading Education company. Partner executed an Aptech English training program for more than 1,000+ undergraduate students against an order from the government.
- Re-launched Bangladesh through up a Master Franchise partnership for Arena Multimedia and Aptech Computer Education.
- Successfully executed a project awarded by Indian Council for Cultural Relations to train 550+ Afghan students in English in New Delhi.
- Signed a School Implementation Partner for Aptech Learning Ladder in Vietnam.

Brand	**FY2016-17**	**FY2017-18**	**Variance**
Domestic Retail	7,781	9,469	21.6%
International Retail*	6,725	5,083	-24.4%
Grand Total	**14,512**	**1,4552**	**0.3%**

* Including ₹ payment

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 two decades. Aligning itself to this growth, Aptech restructured its stake in the China JV in 2009. 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.

BJBC has not been, for the last about four years, furnishing its financials to its investors, nor have they been convening Board/General body meetings. In order to establish investor protection, as also as a measure of Corporate democracy and transparency, a few major investors got together and filed appropriate petitions in the Honourable Court of Cayman Island and obtained favourable orders. The same is now being pursued to be served in Beijing, PRC where the company's office is situated, in order to take the matter further and thus conclusively establish shareholders' rights.

NON-RETAIL BUSINESS

Important developments for the segment across Assessment and Training divisions in FY2017-18 are:

- Assessment & Testing business executed ~7.5 million tests during the financial year.
- Growth in Assessment & Testing business was 20.5%. Training Solutions division grew at a faster pace on account significant increase in traction from an existing large customer in the telecom space. Total number of customers for the segment was close to 100 during the year, thus establishing a critical mass of customer base for further scale-up
- Revenue contribution of Training Solutions division to Non-retail revenue went up from 10.9% in the previous year to 13.9% in FY2017-18 due to higher growth rate.
- 20 new clients were signed up by the Assessment & Testing division during the reported period and it worked with 6 new state government entities for conducting recruitment tests during the year.

- Significant investments in manpower and infrastructural resources to develop capabilities for delivering business multiple times of existing scale have been made.

Awards & Recognitions

- The Company was recognized for its many employee friendly initiatives and investment in its talent pool by the Great Place To Work® institute, as one of the Top 50 mid-sized places to work in India for the period May 2017 to April 2018.
- Aptech Montana International Preschool and Lakmé Academy Powered by Aptech won the "Best Early Learning Education Innovative Curriculum Award" and the "Skill Learning Training – Beauty Award" respectively at the 8th edition of the Indian Education Awards 2018, New Delhi.
- Aptech IT and MAAC were featured in the prestigious 'Training Institute of the Year 2017' list, as selected by the Higher Education Review magazine.
- Aptech Vietnam won the ICT Gold Medal For Highest Turnover (Category: Training) and Top ICT Training Cup from HCM Computer Association for the 15th year in a row (2003 – 2017).

Asian Institute of Communication and Research (AICAR) Business School

Aptech has sold the immovable property where the AICAR Business School was situated because the school had ceased operations since financial year 2014-15. This closure on account of lack of demand for PG diploma courses in management. The Company made a profit of ₹ 1,374 lac on this sale and incurred expenses/losses of ₹ 176 lac, resulting in a net gain of ₹ 1,197 lac that has been recognised as an exceptional profit in the reported financials.

Material Developments in Human Resources

Aptech's human capital is the principal ingredient of its success as an Education and Training organization. Relationship management skills and service ethic are key to sustaining the critical differentiator of long and deep franchisee relationships for our Retail segment. Similarly, project execution competencies and technological solutioning an absolute essentials for success of our Non-retail business. All these capabilities reside in and with our people, who are therefore at the heart of our continued sustenance as a Company. The Company therefore invests considerable efforts and resources to ensure welfare and engagement of its employees.

The employee strength of the Company as on March 31, 2017 was 474, and it went up to 564 as on March 31, 2018. The average attrition rate for the year was 19.77%. This was in comparison with average attrition rate in FY2016-17 of 18.0%. Aptech has also initiated efforts to acquire Level 3 People Capability Maturity Model certification to achieve world class people processes, and is likely to complete it in FY2018-19.

Macro Outlook

India

Indian economy grew at its weakest pace in FY2017-18 during the first four years of Narendra Modi led National Democratic Alliance government's term. The GDP growth slowed down to 6.7% from 7.1% in the previous year. This can be attributed to Government's decision to implement major structural reforms such as the Goods & Services Tax and Insolvency & Bankruptcy Code, apart from lingering effect of demonetisation of high denomination currency notes, in the first half of the year. The GDP growth however had recovered by the end of year and economic activity had gathered steam to clock 7.7% growth in Q4 of FY2017-18. There was acceleration in most parts of the economy with Agriculture growing by 4.5%, Manufacturing by 9.1% and Construction by 11.5%. India also regained the top spot as the fastest growing large economy in the world.

Reserve Bank of India has projected a 7.4% growth for the Indian economy in FY2018-19. Apart from the pick-up in economic activity seen during last quarter of FY2017-18, the positive outlook for the coming year is based on the sustaining global growth momentum, projections of normal monsoon in India, reviving export growth and high capacity utilisation leading to expected pick-up in private investments. However, there are significant downside risks to this outlook, increase in oil and commodity prices, which have led to higher inflation and increase in interest rates, being the major cause for worry. In addition to this, there are concerns arising from adverse impact of 'trade wars' initiated by United States and loosening of fiscal discipline by the Government in view of general elections in 2019 and important state elections in 2018.

From an employment perspective, there have been a few positive signs in FY2017-18 with the EPFO data showing steady increase in formal sector jobs, while the overall unemployment remained at 3.5% seen in previous years. With the economic activity picking up and increasing formalisation of the economy, more formal sector jobs are expected to become available, thus supporting prospects for the Company.

International

Global economy expanded at a faster pace of 3.1% in 2017 after recovering its mojo at the end of 2016 based on increase in investment and trade growth. Advanced economies were ably led by United States of America, which amplified its pace of growth from 1.5% in 2016 to 2.3% in 2017 on the back of fiscal stimulus from tax cuts, industry friendly policies and improving employment scenario. Other than India and Mexico, which were impacted by structural reforms or elections, all other major emerging economies expanded at a faster rate in 2017. China continued its rebalancing without any major hiccups in 2017. The rise in oil and commodity prices also meant that the oil and commodity exporting countries that were significantly hurt by the slump in 2015 and 2016 recovered from the impact and reverted to the growth path in 2017.

Outlook for the year 2018, as per World Bank's Global Economic Prospects report of June 2018, was of 3.1% growth in global economy. The easing of growth momentum was on account of slower, but robust growth in non-US advanced economies, China and some of the other commodity importing emerging economies. Major areas of concern were restricted financial flows due to increasing interest rates and paring of monetary stimulus, imposition of competitive trade tariffs by major trading powers, and firming up of oil and commodity prices.

Aptech's presence, primarily, in emerging and developing economies means that economic growth outlook is an important factor affecting its prospects. However, other factors such as political stability, regulatory risks and FOREX market movements have a far greater impact due to the nature of its business. GDP growth estimates from World Bank for Aptech's major international markets are provided below.

Country	% GDP Growth in 2017 (E)	% GDP Growth in 2018 (F)	% GDP Growth in 2019 (F)
Malaysia	5.9%	5.4%	5.1%
Nigeria	0.8%	2.1%	2.2%
Qatar	1.6%	2.8%	3.2%
Saudi Arabia	-0.7%	1.8%	2.1%
Vietnam	6.8%	6.8%	6.6%

Business Outlook

With the overall economic prospects remaining supportive, the outlook for the coming financial year at Aptech is very positive. In combination with the encouraging external environment, the strategic approaches undertaken by the Company for each of its business segments are expected to deliver continuing growth in the medium term.

In the domestic market, the Company expects to maintain the growth momentum exhibited by the Retail business in the last few years with Animation & Multimedia remaining the growth mainstay and newer brands such as Lakme Academy and Montana pushing ahead with aggressive expansion. Revival in traction for Aptech Learning portfolio of brands is also expected with a sustained marketing campaign planned with Rahul Dravid as the celebrity endorser. Overall job environment is also expected to remain supportive and the ICAP team is expected to continue to expand its influence in driving growth.

Qualification products through tie-ups, profitable projects and expansion will remain the key strategy for growth in the International Retail market. The Company is looking to expand newer products in its existing markets and to focus on countries beyond its traditional markets in emerging Asia and Africa.

Online assessment and testing continue to see increasing acceptance and adoption in the country. While the sector faced a few execution issues associated with conducting large scale, high stake recruitment exams, it was also well appreciated by the key stakeholders that this is also on account of the increased transparency afforded by digitisation vs. paper and pencil mode. Coupled with digitisation push by the central government, demand scenario is expected to remain robust. Approach of the Company will continue to be to expand the client roster, grow existing clients with large untapped potential and most importantly, pursue mega, game changing mandates.

The Company does not expect any significant changes in its fixed cost structure apart from the regular inflation, and with the built in operating leverage, margins are expected to improve on revenue growth.

Opportunities and Threats

Opportunities and Threats are entwined together and a matter of one's perspective and ability or inability to transform one into another. Some of the key opportunities and/or threats facing Aptech today are listed below.

1. Digital India scheme of the Government is a key initiative to not only bring the Government's schemes at the doorstep of common man digitally, but it is also an initiative to improve digital infrastructure including internet connectivity and digital literacy of the citizens. Demand for digital skills across various domains and verticals is likely to go up.

2. Along with Digital India, the setting up of National Testing Agency to conduct high-profile entrance exams is also expected to increase adoption of online assessments across the industry, thus increasing the market size that can be tapped by the Company.

3. Formal education sector remains a significant threat as a substitute for Company's courses. Aptech has managed to address this threat by co-opting the formal sector through alliances and offering integrated products or transition pathways offering best of both worlds to the students.

4. Automation and technologies such as Artificial Intelligence, Cloud Computing, Augmented & Virtual Reality, Robotics, etc. destroying traditional jobs is another notable threat that is also an opportunity in disguise. Automation is expected to also lead to creation of alternate, and highly specialised jobs, which present an opportunity for Aptech as a provider of courses for latest skills. Aptech is also adopting the same technologies to improve its customer outreach campaigns, student experience and learning outcomes.

5. Changing regulations have the potential to reshape the entire landscape in the Education sector. These can be seen as a major, but temporary threat to Aptech's business that can be addressed by transforming the offering to align with new environment.

Risks, Challenges and Concerns

In addition to the generic macro risks such as political risk, economic risk, regulatory risk, currency risk, etc., Aptech also faces some specific business risks as an education company operating with a specific business model. A few of such major risks are as follows:

1. **Business Partner Risk:** The Company is dependent on Franchisees for business generation, but they are the face of Aptech for the student. Hence, capabilities, motivation and financial viability of the Business Partner along with their compliance to processes and directions mandated by the Company are critical to their and Aptech's continued success.
2. **Demand Risk:** Technological and market evolution keep changing the nature and scale of skill requirements in the verticals serviced by Aptech. Such changes can render the courses offered by the Company obsolete. In addition, employment demand is also driven by economic prospects of the specific vertical in each individual country.
3. **Execution Risk:** Projects, whether of training or assessments, are a significant source of income for the Company. Delivering committed results in time, with quality and within budgeted costs are critical for success of the Company. In the event of a failure of any kind, it may lead to loss of business, imposition of penalties, loss of reputation, etc. for the Company.

The Company has adopted various mitigation approaches for all types of risks in order to ensure effective monitoring and resolution. Some of the standard risk mitigation approaches employed by the Company include:

1. Diversification
2. Documented process manuals and published guidelines, which are reviewed and updated periodically
3. Continuous monitoring and control of business performance
4. Quality assurance
5. Sustained stakeholder engagement
6. Hedging
7. Disaster recovery and business continuity plans
8. Investment in research and development, promote innovation

Aptech has an institutionalised Risk Management Policy covering the above mitigation approaches to manage all probable and possible risks to the Company.

Internal Controls and Their Adequacies

The internal audit and internal control procedures in place at Aptech are in line with the requirements of the business. These are periodically reviewed and upgraded, along with the related systems, in line with the changes in the business environment and prevalent best practices. The systems and controls are supplemented by regular performance reviews by the management, and release of policies and guidelines to ensure that financial and other control parameters are complied with. There is a defined organizational structure and authority matrix to have a clear chain of command for decision making and responsibility. Documentation and archiving policies have been used to maintain paper-based record of transactions for processes which are not completely digitised.

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.

DIRECTORS' REPORT

THE MEMBERS OF APTECH LIMITED

Your Directors are pleased to present their Eighteenth Annual Report on the business and operations of your Company and the Audited Financial Results for the year ended March 31, 2018.

STATE OF AFFAIRS – SNAPSHOT OF FINANCIAL RESULTS

The financial results of the Company for the Accounting period ended March 31, 2018 are presented below:

(₹ In lakhs)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2018	**Year ended March 31, 2017**	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Operating Revenue	15913.97	12322.58	22914.23	21218.22
Total Revenue including Exceptional Income	**17901.82**	**12790.35**	**24983.27**	**21653.49**
Total Expenditure	15621.83	11582.79	21325.00	19372.04
Net Profit	2279.99	1207.56	3658.27	2281.45
Profit / (Loss) After Tax	1905.77	943.68	3287.23	1930.39
Total Comprehensive Income	2015.00	897.00	3393.35	1872.04

OPERATIONS REVIEW

It was another year of business growth for the Company, as it clocked a Revenue from Operations of ₹ 22,914 lacs, corresponding to an increase of 8.0% vis-à-vis FY2016-17. The lower growth rate is attributable the Company's decision to exit low margin projects business that was executed in previous years. On a like-to-like basis after excluding such discontinued business, the Operating Revenue growth would be 19.7%. While the reported segment performance show stagnant revenue growth for the Retail segment, after excluding the projects business the actual segment growth translates to 17.0%. Both Domestic and International Retail businesses performed well on revenue growth front. The Non-Retail segment grew by 24.7%. EBIT for Retail went up by 25% in FY2017-18 on a Y-o-Y basis on account of operating leverage inherent in the business model. Excluding the charge for ESOPs allotted to employees, the Company EBIT went up by 16.4% against previous year. Profit Before Tax (PBT) after exceptional items burgeoned to ₹ 3,658 lacs in FY2017-18 vs. ₹ 2,281 lacs in FY2016-17, an increase of 60.3%. Total Comprehensive Income as per the new Indian Accounting Standards was buoyant with a jump of 81.2% and Basic EPS was ₹ 8.24 per share. The Company continued to have zero debt and has cash and liquid investments of ₹ 5,102 lacs as on 31st March 2018.

In Retail segment, the Animation & Multimedia vertical, which comprises Arena Animation and MAAC brands, is the largest business contributor. The vertical performed well for the Company across all markets, especially in the domestic market where it further consolidated its market leadership. New brand franchises of Montana International Pre-School and Lakme Academy Powered by Aptech also expanded at a fast pace in the domestic market with a combined revenue growing multiple of the previous year's revenue. In the International Retail business, discontinuation of low margin projects that contributed significantly to the top line in FY2016-17 meant a decline in revenue in FY2017-18. Higher traction in new centre sign-ups and renewal of old centres, and rollout of enhanced assessments and alliances with Universities bolstered the revenue for International Retail. The digital platform and sustained sales push resulted in a higher jump in income from sale of course material provided to students on a global basis, as compared to the average revenue growth for the Retail segment. Combined with the surge in revenue from new sign-ups, these factors have helped improve the overall segment profitability.

The Company is continuously and consistently increasing the use of digital technologies to improve the learning experience and outcomes for students. While the Onlinevarsity and digital marketing initiatives have been a big success, during FY2017-18 it initiated a project to incorporate Augmented Reality (AR) and Virtual Reality (VR) at the counselling desk and AR in the course books. These initiatives will significantly enhance the student experience of the brand and product. Arena Animation also launched paid 'Masterclasses', where Industry experts conduct workshops through online delivery format for the students. Another major initiative taken up by the Company was to re-enter the qualification market in a significantly bigger way by tying up with NCC of UK to offer a chance to our existing ACCP students to also get a Level 5 Diploma in Computing (L5DC; recognised by Ofqual, UK) by integrating a few credits in their course work. L5DC qualification also enables the student to join directly in the third year of an international under-graduate program in Computing with colleges from UK, US, Canada, Australia, etc. This tie-up is applicable for all countries where Aptech is present and will help us enhance value proposition of our products. On the expansion front, Lakme did exceedingly well in the domestic market by signing up 56 new centres as against 19 in FY2016-17. In the international market, Company re-entered Bangladesh with a new Master Franchise partnership for Aptech Computer Education and Arena Animation. The Industry Connect and Placements (ICAP) team, which was established in the previous year to act as a liaison between the employers and the Aptech ecosystem, managed to make available more than twice the number of job openings as FY2016-17 to Aptech students.

Both the Assessment and Corporate Training verticals performed well for the Non-retail segment, with the former growing by 20.5% and the latter by 59.2%. The Company added many new customers during the fiscal in the Assessment vertical, and they contributed signifincatly to the vertical growth in revenues. In the Corporate Training vertical, revenue growth has accrued primarily from growth in revenue from one of its largest customer in the telecom domain.

Aptech was certified among the Top 50 mid-size workplaces by the Great Place to Work® institute for the period May 2017 – April 2018. The Company also initiated the process to get certified by CMMI® Institute at Maturity Level 3 of People Capability Maturity Model (PCMM) to get an independent and unbiased evaluation of its people processes. During the year, newer brands in its stable, Aptech Montana International Preschool and Lakme Academy Powered by Aptech won the "Best Early Learning Education Innovative Curriculum Award" and the "Skill Learning Training – Beauty Award" respectively at the 8th edition of the Indian Education Awards 2018, New Delhi. Aptech IT and MAAC were featured in the prestigious 'Training Institute of the Year 2017' list, as selected by the Higher Education Review magazine. In the international arena, the Company for the 15th year in a row won the ICT Gold Medal for Highest Turnover (Category: Training) and Top ICT Training Cup from HCM Computer Association, Vietnam (2003 – 2017).

DIVIDEND

An Interim Dividend of ₹ 3.50 per equity share was paid to the shareholders as approved by the Board of Directors at its meeting held on 30th May, 2018. The Directors have considered it financially prudent to re-invest profits into the business of the Company and therefore do not intend to recommend Final Dividend.

DIRECTORS

During the year 2017-18, the Directors met four times on 24th May, 2017, 31st July, 2017, 9th November, 2017 and 7th February, 2018.

Mr. Madhusudan Kela was appointed as an Additional Director (Non-Executive Independent Director) with effect from 9th November, 2017, who holds office upto the ensuing Annual General Meeting and being eligible offers himself for appointment.

Mr. C Y Pal resigned as an Independent Director on 7th February, 2018.

Mr. Nikhil Dalal was appointed as an Additional Director (Non-Executive Independent Director) with effect from, 30th May, 2018 who holds office upto the ensuing Annual General Meeting and being eligible offers himself for appointment.

Mr. Ninad Karpe, Non Executive Director, retires by rotation at the ensuing annual general meeting and is eligible for re-appointment.

All Independent Directors have given declarations that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, during the year under review, the Board carried out annual evaluation of its own performance. A structured questionnaire covering various aspects of functioning of the Board, Committees and Directors such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance was distributed to each member of the Board and inputs were received.

EMPLOYEE STOCK OPTIONS

The Members of the Company at its Annual General Meeting held on 27th September, 2016 approved the Aptech Employee Stock Option Scheme 2016 ("the Scheme"), to create offer and grant upto 44,32,620 Employee Stock Options to all eligible employees, directors (excluding promoter directors) of the Company and employees of its subsidiaries with a view to attract and retain key talents working with the Company and its Subsidiary Company (ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. All the plans are administered by the Nomination & Remuneration Committee of the Board. Disclosures as required under the SEBI (Share Based Employee Benefits) Regulations, 2014 are available on Company's Website on the link:

https://www.aptech-worldwide.com/downloads/news-and-notification/DISCLOSUREASREQUIREDUNDERSEBIESOP2018.pdf.

PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS

Loan, guarantees and investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and the SEBI (LODR), 2015 the Company has formulated a Policy on Related Party Transactions and the same is uploaded on the Company's website:http://www.aptech-worldwide.com/downloads/aptech-policy/Policy-Aptech-RPT.pdf Details of Related Party Transactions are given in AOC-2 as **Annexure-V**.

SUBSIDIARIES

As on 31st March 2018, the Company had 7 Subsidiaries. Pursuant to Rule 5 of the Companies (Accounts) Rules, 2014 the performance and financial position of the Subsidiaries is included for the financial year ended 31st March, 2018 as per Form AOC-1 attached to the financial statements of the Company.

NOMINATION AND REMUNERATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations.

The Nomination and Remuneration Policy can be accessed on the website of the Company https://www.aptech-worldwide.com/downloads/aptech-policy/Remuneration-Policy.pdf

CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted Corporate Social Responsibility Committee in compliance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. With a view to enlarge the scope of CSR activities, the Company revised the CSR Policy to enable providing skill development to underprivileged children and youth besides the existing activities. The revised policy also facilitates education by providing financial assistance to the NGOs which are working in the field of development of children and youth through education. The revised policy has been uploaded on the website of the Company https://www.aptech-worldwide.com/downloads/policy-on-csr.pdf

The Disclosure with respect to CSR activities forming part of this report is given in **Annexure-II**

DEPOSITS

The Company does not accept any deposits from public.

INSURANCE

The Company has taken insurance cover for its assets to the extent required.

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 that :

(i) in the presentation of the annual accounts for the year ended March 31, 2018, applicable accounting standards have been followed and that there are no material departures;

(ii) 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 March 31, 2018 and of the profit of the Company for the year ended on that date;

(iii) 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 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

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

(v) internal financial controls followed by the Company are adequate and were operating effectively;

(vi) the system to ensure compliance with the provisions of all applicable laws were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT

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.

PARTICULARS OF EMPLOYEES

Particulars of employees as required to be disclosed in terms of Section 134 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing details of employees is given below.

Sr. No.	Name	Age (yrs.)	Date of Joining	Remuneration paid (₹ in lacs)	Designation	Educational Qualification	Experience	Previous Employment
1	Anil Pant	50	1st July, 2016	270.07	Managing Director & CEO	BE - Bangalore University	27	Tata Consultancy Services Limited
2	Anuj Kacker	56	3rd February, 2003	150.17	Wholetime Director	BTECH -IIT Kanpur / PGDM -IIM Kolkata	20	Akai Consumer Electronics Ltd

STATUTORY AUDITORS

As per the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s Bansi S. Mehta & Co (ICAI Firm Registration No. 100991W) were appointed as the Statutory Auditors from the conclusion of the seventeenth Annual General Meeting held on 31st July, 2017 till conclusion of the Twenty Second Annual General Meeting subject to ratification of their appointment at every AGM, if required under the law. There are no qualifications, reservations or adverse remarks in their Audit Report.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules framed thereunder, the company has appointed M/s. SG and Associates, Practicing Company Secretaries to undertake its Secretarial Audit. There are no qualifications, reservations or adverse remarks in their Audit Report. The Secretarial Audit Report is annexed to the Board Report as **Annexure-III**.

COMPLIANCE WITH THE PROVISIONS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to uphold and maintain the dignity of women employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the financial year no such complaints were received.

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

Place: Mumbai	**Vijay Aggarwal**	**Anil Pant**
Date: 25th June, 2018	Director	Managing Director & CEO

Annexures to Directors Report

1. Extract of Annual Return in Form MGT-9, is given in Annexure-I
2. Report on CSR is given in Annexure- II
3. Secretarial Audit Report is given in Annexure – III
4. Details of remuneration is given in Annexure - IV
5. Details of related party transaction is given in Annexure – V

ANNEXURE I TO DIRECTORS REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L72900MH2000PLC123841
Registration Date	25th January, 2000
Name of the Company	Aptech Limited
Category / Sub-Category of the Company	Company Limited by Shares/ Non-Govt Company
Address of the Registered office and contact details	Aptech House, A -65, M.I.D.C., Marol, Andheri(E), Mumbai – 400093
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Name :- M/s. Karvy Computershare Pvt. Ltd.
	Address :- Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Hyderabad - 500 032
	Contact Person :- Mr. P A Varghese
	Tel. No.:- 040-67162222

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Other educational services n.e.c.	85499	97.36
2	Educational support services (Testing evaluation services)	85500	2.64

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	NAME OF THE COMPANY	ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Maya Entertainment Limited	710, 3rd Floor, Anant Chambers, Opposite Modern School, Junglee Maharaj Road, Shivajinagar, pune – 411 005	U74999PN2006PLC128787	Subsidiary	100%	2(87)(ii)
2	Attest Testing Services Limited	A-65, Aptech House, M.I.D.C, Marol, Andheri (E), Mumbai 400093.	U72200MH2004PLC144003	Subsidiary	100%	2(87)(ii)
3	Aglsm Sdn.bhd Malaysia	B-9-1, Megan Avenue 1, 189, Jalan Tun Razak 50400 Kuala Lumpur	NA	Subsidiary	100%	2(87)(ii)
4	Aptech Training Limited, FZE	RAK Free Trade Zone, P.O Box 40279, Ras Al Khaimah, United Arab Emirates.	NA	Subsidiary	100%	2(87)(ii)
5	Aptech Investment Enhancers Limited	Les Cascades, Edith Cavell Street Port Louis, Mauritius	NA	Subsidiary	100%	2(87)(ii)
6	Aptech Ventures Limited	Les Cascades, Edith Cavell Street Port Louis, Mauritius	NA	Subsidiary	100%	2(87)(ii)
7	Star International Training & Consultancy (formerly known as Aptech Global Investment Limited)	Les Cascades, Edith Cavell Street Port Louis, Mauritius	NA	Subsidiary	100%	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholders

	Category of Shareholders	No. of Shares held at the beginning of the year 31st March 2017				No. of Shares held at the end of the year 31st March 2018				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A	**Promoters**									
1)	**Indian**									
a	Individuals/ HUF	11224068	0	11224068	28.14	11224068	0	11224068	28.14	0.00
b	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e	Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f	Associate Company	8443472	0	8443472	21.17	8443472	0	8443472	21.17	0.00
Sub-Total (A) (1)		**19667540**	**0**	**19667540**	**49.31**	**19667540**	**0**	**19667540**	**49.31**	**0.00**
2)	**Foreign**									
a	NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b	Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d	Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e	Any other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)		**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0**	**0.00**
Total holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**19667540**	**0**	**19667540**	**49.31**	**19667540**	**0**	**19667540**	**49.31**	**0.00**
B	**Public Shareholding**									
1)	**Institutions**									
a	Mutual Funds/ UTI	1869	0	1869	0.00	1869	0	0	0.00	0.00
b	Banks/ FI	167015	664	167679	0.42	53181	11	53192	0.13	-0.29
c	Central Govt.	0	0	0	0					
d	State Govt.(s)	0	0	0	0					
e	Venture Capital Funds	0	0	0	0					
f	Insurance Companies	0	0	0	0					
g	FIIs	171109	0	171109	0.43	2070894	0	2070894	5.19	4.76
h	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Sub-Total (B) (1)		**339993**	**664**	**340657**	**0.85**	**2125944**	**11**	**2125955**	**5.33**	**4.48**
2)	**Non-Institutions**									
a	Bodies Corporates									
	i. Indian	3442721	5385	3448106	8.64	3122575	2592	3125167	7.83	-0.81

	Category of Shareholders	No. of Shares held at the beginning of the year 31st March 2017				No. of Shares held at the end of the year 31st March 2018				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
	ii. Overseas	0	0	0	0	0	0	0	0	0
b	Individuals									
	i. Individual Shareholders holding nominal share capital upto ₹ 2 lakh	8995283	727985	9723268	24.37	8096009	492566	8588575	21.53	-2.84
	ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	6076193	0	6076193	15.23	5206091	0	5206091	13.05	-2.18
c	**NBFCs registered with RBI**	12280	0	12280	0.03	66869	0	66869	0.17	0.14
d	**Others (specify)**									
	i.Non-Resident Indian	173960	79631	253591	0.64	431654	22435	454089	1.14	0.5
	ii.Overseas corporate Bodies	0	0	0	0	0	0	0	0	0
	iii.Foreign Nationals	250	0	250	0	0	0	0	0	0
	iv.Clearing Members	164659	0	164659	0.41	168314	0	168314	0.42	0.01
	v.Trust	19810	255	20065	0.05	8	0	8	0.00	-0.05
	vi.Foreign Bodies	186951	0	186951	0.47	181906	0	181906	0.46	-0.01
	vii. IEPF	0	0	0	0.00	309046	0	309046	0.77	0.77
Sub-Total (B) (2)		19072107	813256	19885363	49.84	17582472	517593	18100065	45.37	-4.47
Total Public Shareholding (B)= (B)(1) + (B)(2)		**19412100**	**813920**	**20226020**	**50.70**	**19708416**	**517604**	**20226020**	**50.70**	**0.00**
C	Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0	0.00
Grand Total (A+B+C)		**39079640**	**813256**	**39893560**	**100**	**39375956**	**517604**	**39893560**	**100**	**0.00**

(ii) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	RARE EQUITY PVT. LTD	8443472	21.17	-	8443472	21.17	-	0
2	RAKESH JHUNJHUNWALA	5019100	12.58	-	5019100	12.58	-	0
3	REKHA JHUNJHUNWALA	4574740	11.47	-	4574740	11.47	-	0
4	GOPIKISHAN DAMANI	1255227	3.15	-	1255227	3.15	-	0
5	RAJESHKUMAR JHUNJHUNWALA	250001	0.63	-	250001	0.63	-	0
6	SUSHILADEVI GUPTA	125000	0.31	-	125000	0.31	-	0
	Total	**19667540**	**49.31**	**0.00**	**19667540**	**49.31**	**0.00**	**0**

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.				Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	19667540	49.31	19667540	49.31
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	-		-	-
	At the End of the year	19667540	49.31	19667540	49.31

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding					Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2017) / end of the year (31.03.2018)	% of total shares of the company	Date	Increase / Decrease in Shareholding	Reason	No. of shares	% of total shares of the company
1	ASHISH KACHOLIA	903179	2.26	31/03/2017			903179	2.26
				31/03/2018			903179	2.26
2	UNIVERSITY OF NOTRE DAME DU LAC	0	0	31/03/2017			0	0.00
				25/08/2017	226860	Purchase	226860	0.57
				01/09/2017	367360	Purchase	594220	1.49
				08/09/2017	21110	Purchase	615330	1.54
				29/09/2017	42384	Purchase	657714	1.65
				06/10/2017	3585	Purchase	661299	1.66
				31/10/2017	9827	Purchase	671126	1.68
				09/02/2018	38262	Purchase	709388	1.78
				31/03/2018			709388	1.78
3	WASHINGTON UNIVERSITY - CHANAKYA CAPITAL PARTNERS	0	0.00	31/03/2017			0	0.00
				25/08/2017	174855	Purchase	174855	0.44
				01/09/2017	283147	Purchase	458002	1.15
				08/09/2017	16268	Purchase	474270	1.19
				29/09/2017	32666	Purchase	506936	1.27
				06/10/2017	2763	Purchase	509699	1.28
				31/10/2017	7574	Purchase	517273	1.30
				09/02/2018	29491	Purchase	546764	1.37
				31/03/2018			546764	1.37
4	QUEST PORTFOLIO SERVICES PVT LTD	500000	1.25	31/03/2017	0		500000	1.25
				21/04/2017	-100000	Sale	400000	1.00
				05/05/2017	-100000	Sale	300000	0.75
				19/05/2017	-50000	Sale	250000	0.63
				26/05/2017	150000	Purchase	400000	1.00
				11/08/2017	100000	Purchase	500000	1.25
				25/08/2017	-300000	Sale	200000	0.50

(iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):							
Sr. No.	**Name**	**Shareholding**					**Cumulative Shareholding during the year**	
		No. of shares at the beginning (01.04.2017) / end of the year (31.03.2018)	**% of total shares of the company**	**Date**	**Increase / Decrease in Shareholding**	**Reason**	**No. of shares**	**% of total shares of the company**
				01/09/2017	150000	Purchase	350000	0.88
				08/09/2017	150000	Purchase	500000	1.25
				13/10/2017	-250000	Sale	250000	0.63
				27/10/2017	-145000	Sale	105000	0.26
				31/10/2017	-105000	Sale	0	0.00
				31/03/2018			0	0.00
5	SAMEER KISHORE KOTICHA	400000	1.00	31/03/2017			400000	1.00
				01/12/2017	-100000	Sell	300000	0.75
				31/03/2018			300000	0.75
6	ALCHEMY CAPITAL MANAGEMENT PVT LTD	400000	1.00	31/03/2017			400000	
				31/03/2018				1.00
7	FINQUEST SECURITIES PVT LTD	0	0.00	31/03/2017			0	0.00
				21/04/2017	300000	Purchase	300000	0.75
				01/09/2017	-150000	Sale	150000	0.38
				15/09/2017	50000	Purchase	200000	0.50
				13/10/2017	150000	Purchase	350000	0.88
				10/11/2017	49500	Purchase	399500	1.00
				31/03/2018			399500	1.00
8	UMED AMARCHAND FIFADR	344500	0.86	31/03/2017			344500	0.86
				31/03/2018			344500	0.86
9	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY M	0	0.00	31/03/2017			0	0.00
				08/12/2017	5049	Purchase	5049	0.01
				15/12/2017	19641	Purchase	24690	0.06
				29/12/2017	284356	Purchase	309046	0.77
				31/03/2018			309046	0.77
10	FINQUEST SECURITIES PVT. LTD. - CLIENT BENEFICIARY	0	0.00	31/03/2017			0	0.00
				01/09/2017	50000	Purchase	50000	0.13
				13/10/2017	-50000	Sell	0	0.00
				31/03/2018	300000	Purchase	300000	0.75
				31/03/2018			300000	0.75
11	RUCHIT BHARAT PATEL	300000	0.75	31/03/2017			300000	0.75
				21/04/2017	-300000	Sell	0	0.00
				07/07/2017	100000	Purchase	100000	0.25
				21/07/2017	-100000	Sell	0	0.00
				10/11/2017	200500	Purchase	200500	0.50

(iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):							
Sr. No.	**Name**	**Shareholding**					**Cumulative Shareholding during the year**	
		No. of shares at the beginning (01.04.2017) / end of the year (31.03.2018)	**% of total shares of the company**	**Date**	**Increase / Decrease in Shareholding**	**Reason**	**No. of shares**	**% of total shares of the company**
				08/12/2017	100000	Purchase	300500	0.75
				02/02/2018	-300000	Sell	500	0.00
				31/03/2018			500	0.00
12	MV SCIF MAURITIUS	0	0.00	31/03/2017			0	0.00
				15/09/2017	43320	Purchase	43320	0.11
				22/09/2017	182338	Purchase	225658	0.57
				29/09/2017	735	Purchase	226393	0.57
				06/10/2017	232	Purchase	226625	0.57
				27/10/2017	3421	Purchase	230046	0.58
				31/10/2017	4244	Purchase	234290	0.59
				03/11/2017	6366	Purchase	240656	0.60
				10/11/2017	8480	Purchase	249136	0.62
				15/12/2017	2117	Purchase	251253	0.63
				22/12/2017	-3015	Sell	248238	0.62
				12/01/2018	-2100	Sell	246138	0.62
				09/02/2018	-10492	Sell	235646	0.59
				16/02/2018	1089	Purchase	236735	0.59
				16/03/2018	-4204	Sell	232531	0.58
				23/03/2018	-11260	Sell	221271	0.55
				31/03/2018			221271	0.55
13	SULOCHANA ANIL HIRANI	196000	0.49	31/03/2017				
				31/03/2018			196000	0.49
14	SUNIL ANIL HIRANI	196000	0.49	31/03/2017				
				31/03/2018			196000	0.49
15	SUDHIR ANIL HIRANI	196000	0.49	31/03/2017				
				31/03/2018			196000	0.49
16	GP EMERGING MARKETS STRATEGIES, LP	0	0.00	31/03/2017			0	0.00
				25/08/2017	54510	Purchase	54510	0.14
				01/09/2017	88265	Purchase	142775	0.36
				08/09/2017	5070	Purchase	147845	0.37
				29/09/2017	10184	Purchase	158029	0.40
				06/10/2017	861	Purchase	158890	0.40
				31/10/2017	2361	Purchase	161251	0.40
				09/02/2018	9193	Purchase	170444	0.43
				31/03/2018			170444	0.43

(iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):							
Sr. No.	Name	Shareholding					Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2017) / end of the year (31.03.2018)	% of total shares of the company	Date	Increase / Decrease in Shareholding	Reason	No. of shares	% of total shares of the company
17	NEERAJ BATRA	150000	0.38	31/03/2017			150000	0.38
				07/04/2017	-60501	Sell	89499	0.22
				21/04/2017	-20000	Sell	69499	0.17
				28/04/2017	-10000	Sell	59499	0.15
				26/05/2017	-35000	Sell	24499	0.06
				09/06/2017	-14499	Sell	10000	0.03
				16/06/2017	-10000	Sell	0	0.00
				31/03/2018			0	0.00
18	SUDESH KAPOOR	150000	0.38	31/03/2017			150000	0.38
				26/05/2017	20000	Purchase	170000	0.43
				09/06/2017	5000	Purchase	175000	0.44
				16/06/2017	10000	Purchase	185000	0.46
				01/09/2017	35000	Purchase	220000	0.55
				08/12/2017	5000	Purchase	225000	0.56
				16/02/2018	10000	Purchase	235000	0.59
				23/02/2018	14680	Purchase	249680	0.63
				02/03/2018	581	Purchase	250261	0.63
				31/03/2018			250261	0.63
19	NEHA SANGHVI	150000	0.38	31/03/2017			150000	0.38
				31/03/2018			150000	0.38
20	LASHIT SANGHVI	150000	0.38	31/03/2017			150000	0.38
				31/03/2018			150000	0.38

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No		Shareholding at the		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
	Name	No. of shares at the beginning (01.04.2017)/ end of the year (31.03.2018)	% of total shares of the company				No. of shares	% of total shares of the company
1.	Ramesh Damani Independent Director	208500	0.52	31/03/2017		Nil movement during the year		
				31/03/2018			208500	0.52
2.	Anil Pant Managing Director & CEO	0	0.00	31/03/2017			0	0.00
				22/12/2017	2000	Purchase	2000	0.01
				31/03/2018			2000	0.01

Sr. No		Shareholding at the		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
	Name	**No. of shares at the beginning (01.04.2017)/ end of the year (31.03.2018)**	**% of total shares of the company**				**No. of shares**	**% of total shares of the company**
3.	Rajiv Agarwal Non-Executive Director	8100	0.02	31/03/2017			8100	0.02
				18/08/2017	50000	Purchase	58100	0.15
				31/03/2018			58100	0.15
4.	T. K. Ravishankar Chief Financial Officer	2000	0.01	31/03/2016	0	Nil movement during the year		
		2000	0.01	31/03/2017			2000	0.01
5.	Madhu Jayakumar Independent Director	50000	0.12	31/03/2017			50000	0.12
				31/03/2018			50000	0.12
6.	Ninad Karpe Non Executive Director	5001	0.01	31/03/2017			5001	0.01
				07/04/2017	-5001	Sell	0	0.00
				31/03/2018			0	0.00

V. INDEBTEDNESS – NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	
		Anil Pant	**Anuj Kacker**
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 $$$	257.83	143.41
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify…	-	-
5	Others, please specify	-	-
	Total (A)	257.83	143.41
	Ceiling as per the Act	₹ 240 lacs	₹ 240 lacs

$$$ Contribution to approved funds & Other Benefits for performing official duties as per the term of the Employment are not part of the above calculation as per the Income Tax Act'1961

B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of Directors						Total Amount
		C.Y.Pal	**Ramesh Damani**	**Vijay Aggarwal**	**Madhu Jayakumar**	**Asit Koticha**	**Madhusudan Kela**	
1	Independent Directors							
	· Fee for attending board committee meetings	3.60	2.40	3.00	0.60	1.00	0.20	10.80
	· Commission	-	5.00	5.00	3.00	3.00	-	16.00
	· Others, please specify	-	-	-	-	-		-
	Total (1)	**3.60**	**7.40**	**8.00**	**3.60**	**4.00**	**0.20**	**26.80**
2	Other Non-Executive Directors	**Ninad Karpe**	**Rajiv Agarwal**	**Utpal Sheth**				Total Amount
	· Fee for attending board committee meetings	0.60	2.00	1.80				4.40
	· Commission	-	-	-				-
	· Others, please specify	-	-	-				-
	Total (2)	**0.60**	**2.00**	**1.80**				**4.40**
	Total Remuneration (1+2)							**31.20**
	Overall Ceiling as per the Act	1% of the net profits of the Company for payment of Commission						

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel	
		T.K.Ravishankar (CFO)	**Ketan H Shah (Company Secretary)**
1			
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	103.05	35.70
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	
3	Sweat Equity	-	
4	Commission		
	- as % of profit	-	-
	- others, specify…	-	-
5	Others, please specify	-	-
	Total	103.05	35.70

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES UNDER THE COMPANIES ACT: NIL

ANNEXURE II TO DIRECTORS REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   CSR Policy giving overview of projects proposed to be undertaken can be viewed on the following link:

   http://www.aptech-worldwide.com/downloads/policy-on-csr.pdf

2. **The Composition of the CSR Committee (effective 7th February, 2018).**

   Mrs Madhu Jayakumar, Chairperson of the CSR Committee (Independent Director)

   Mr. Rajiv Agarwal, Director

   Mr. Anil Pant, Managing Director & CEO

3. **Average net profit of the company for last three financial years:** ₹ 1791.18 lacs

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above).** ₹ 35.82 lacs

5. **Details of CSR spent during the financial year;**

   (a) Total amount to be spent for the financial year: 35.82 lacs

   (b) Amount unspent, if any: ₹ 2.04 lacs

   (c) Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sr No.	CSR Project or activity identified	Sector in which the project is covered	Projects Or Programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlays (budgets) project Or programs wise	Amount spent on the projects or programs Sub-heads: (1)Direct expenditure on projects or programs (2)Over-heads:	Cumulative-expenditure up to the reporting period	Amount spent through implementing agency (amounts mentioned in INR Lakhs)
1.	CSR Activity	Education	Mumbai, Maharashtra	-	-	-	1. Y4D Foundation - 20.19 2. Reach Education Action Program - 0.34 Children's Movement 3. For Civic Awareness - 3.00 4. Srikrishna Sevadhama Trust - 2.00 5. Antarang Foundation - 8.24
							Total Spent - 33.78

6. **Reasons for not spending the amount:-** As required under the Companies Act, 2013, the Company was required to contribute ₹ 35.82 lacs during the financial year 2017-18. However the Company could contribute only ₹ 33.78 lacs during the said financial year. The amount unspent is insignificant.

7. **Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company**

Sd/-	Sd/-	Sd/-
Anil Pant	**Madhu Jayakumar**	**Ketan H. Shah**
(Managing Director & CEO)	(Chairperson of CSR Committee)	(Company Secretary)

ANNEXURE III TO DIRECTORS REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

To,
The Members,
Aptech Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aptech Limited (hereinafter called the company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment. There is no External Commercial Borrowing in the Company; and

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)Regulations, 1993 regarding the Companies Act and dealing with client;

   f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

   g) The Securities and Exchange board of India (Listing obligation and Disclosure requirement) regulation, 2015.

We further report that having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the Company has complied with the following law applicable specifically to the Company:

a) The Information Technology Act, 2000

b) Indian Copyright Act, 1957

c) The Patents Act, 1970

d) The FEMA Act, 1999

We have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India and the same were found to be in order.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. We were informed that the Board of Directors shall appoint an Independent Director in the coming board meeting in place of Mr. C Y Pal.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period the Company had not gone through any specific events having a major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards, etc.

For **SG and Associates,**

Suhas Ganpule,
Proprietor,
Membership No: 12122
C. P No: 5722

Date: 22nd May, 2018

Place: Mumbai

ANNEXURE IV TO DIRECTORS REPORT

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013, read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance are as under:

Sr. no.	Name of Director / KMP and designation	Remuneration for the FY 2017-8 (₹ In lacs)	% increase in remuneration in the FY 2017-18	Ratio of remuneration to median employees remuneration	Comparison of remuneration of the KMP against the performance of the Company
1	C. Y. Pal, Vice Chairman	3.60	Nil	0.57	
2	Asit Koticha, Director	4.00	23.08	0.64	
3	Madhu Jayakumar Director	3.60	10.77	0.57	
4	Rajiv Agarwal, Director	2.00	100	0.32	
5	Ramesh S. Damani, Director	7.40	29.82	1.18	
6	Utpal Sheth, Director	1.80	80.00	0.29	
7	Vijay Aggarwal, Director	8.00	15.94	1.28	
8	Ninad Karpe, Director	0.60	200	0.10	
9	Madusudan Kela, Director	0.20	N.A	0.03	
10	Anil Pant, Managing Director & CEO	270.07	107.35	43.07	Consolidated Profit before tax has increased from 60.30% from FY 2016-17.
11	Anuj Kacker, Wholetime Director	150.17	53.67	23.95	
12	T. K. Ravishankar, Chief Financial Officer	109.86	40.14	Not applicable	
13	Ketan H. Shah, Group Company Secretary	38.01	23.41	Not applicable	

(ii) The median remuneration of employees of the Company during financial year was ₹ 6.27 lacs.

(iii) In the financial year there was an decrease of 9.2% in the median remuneration of employees.

(iv) There were 564 permanent employees on the rolls as on 31st March 2018.

(v) Average percentage increase made in the salaries of employees other than the managerial personnel (i.e. Managing Director & CEO and Wholetime Director) in the FY 2017-18: 7.20%.

(vi) The percentage increase in the managerial remuneration in the FY 2017-18: 14.96%.

(vii) It is affirmed that the remuneration paid is as per the Remuneration Policy.

ANNEXURE V TO DIRECTORS REPORT

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis – Not Applicable**

2. **Details of contracts or arrangements or transactions at Arm's length basis.**

SL. No.	Particulars	Details	
a)	Name (s) of the related party & nature of relationship	Airpay Payment Services Pvt Ltd	Ninad Karpe, Non Executive Director
b)	Nature of contracts/arrangements/transaction	Availing Payment Gateway Services	Advisory Services
c)	Duration of the contracts/arrangements/transaction	1 year	3 years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	0.11 lacs	2.50 lacs p.m
e)	Date of approval by the Board	3rd February, 2016	9th November, 2017
f)	Amount paid as advances, if any	-	-

For and on behalf of the Board of Directors

Vijay Aggarwal
Director

Anil Pant
Managing Director & CEO

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 endeavors to improve on these aspects on an ongoing basis.

BOARD OF DIRECTORS:

Composition:

The Board of Directors provide strategic direction and thrust to the operations of the Company. The Board has a Non-Executive Chairman who is the promoter of the Company and the numbers of independent directors are one-half 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), across all the companies in which he is a Director. Hence, the Company complies with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) norms for Composition of Board of Directors.

Attendance at Meetings:

During the financial year ended 31st March 2018 under review, the Board of Directors met 4 times on 24th May, 2017, 31st July, 2017, 9th November, 2017 and 7th February, 2018. The gap between two meetings during the year did not exceed four months.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting held on 31st July, 2017, 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 year ended 31st March 2018	Whether attended AGM held on 31st July, 2017	No. of Directorships in other public companies incorporated in India as on 31st March 2018	No. of Committee positions held in other public companies incorporated in India as on 31st March 2018	
					Chairman	Member
Mr. Rakesh Jhunjhunwala, Chairman	Promoter Non-Executive	4	Yes	2	Nil	Nil
Mr. C. Y. Pal, Vice Chairman*	Independent	4	Yes	3	1	3
Mr. Anil Pant, Managing Director & CEO	Non Independent Executive	4	Yes	2	Nil	Nil
Mr. Ninad Karpe	Non – Executive Non Independent	3	Yes	4	1	2
Mr. Asit Koticha	Independent	3	No	Nil	Nil	1
Mr. Rajiv Agarwal	Non-Executive	4	Yes	3	Nil	Nil
Mr. Ramesh. S Damani	Independent	4	Yes	1	Nil	1
Mr. Utpal Sheth	Non-Executive	3	Yes	5	Nil	1
Mr. Vijay Aggarwal	Independent	4	Yes	5	2	3
Ms. Madhu Jayakumar	Independent	2	Yes	2	Nil	1
Mr. Madhusudan Kela**	Independent	1	No	1	0	0
Mr. Anuj Kacker Wholetime Director	Non Independent and Executive	4	Yes	1	Nil	Nil

* Mr. C Y Pal resigned as an Independent Director on 7th February, 2018

**Mr. Madhusudan Kela was appointed as an Independent Director on 9th November, 2017

Note: The Committees considered for the purpose of calculation of membership and/or chairmanship as discussed above are those as specified in the Listing Regulations i.e Audit Committee and Stakeholder Relationship Committee.

Other Provisions:

The Company confirms that it did not have any material pecuniary relationship or transaction with any Non-Executive Director during the year ended 31st March 2018, except for the payment of Sitting Fees made to them for attending the Board and/or the Committee meetings and commission.

The information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. The Company has a succession plan in place for appointment to the board of directors and senior management.

Code of Conduct:

The Board of Directors has 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 year ended 31st March, 2018. Necessary declaration to this effect signed by the Managing Director forms a part of the Annual Report of the Company for the year ended 31st March, 2018.

Familiarisation programmes for Independent Director:

To familiarize new Independent Directors with the strategy, operations and functions of our Company, the Company's presentation on strategy, operations, product offerings, markets, organization structure, finance, human resources, technology, etc. is given at the time of their induction and thereafter during the Board meetings and/or committees thereof.

Note on familiarization for Independent Directors is posted on the Company's Website on the link: http://www.aptech-worldwide.com/pages/investor-relations/investorrelations.html

AUDIT COMMITTEE:

Upon resignation of Mr. C. Y. Pal from the directorship with effect from 7th February, 2018, the Audit Committee was reconstituted. The Composition of the Audit Committee as on 31st March, 2018 is as follows:-

Mr. Vijay Aggarwal (Chairman)

Mr. Ramesh S. Damani

Mrs. Madhu Jayakumar

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regards composition of Audit Committee.

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the role of the Audit Committee includes the following:

(1) 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;.

(2) Recommendation for appointment, remuneration and terms of appointment of the auditors of the company;. .

(3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to :

- Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub - section 3 of section 134 of Companies Act, 2013.
- 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.

(5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

(6) 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;

(7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

(8) Approval or any subsequent modification of transactions of the company with related parties;

(9) Scrutiny of inter-corporate loans and investment;

(10) Valuation of undertakings or assets of the company, wherever it is necessary;

(11) Evaluation of internal financial controls and risk management systems;

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

(13) 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;

(14) Discussion with internal auditors of any significant findings and follow up there on;

(15) 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;

(16) 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;

(17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (incase of non-payment of declared dividends) and creditors;

(18) To review the functioning of the Whistle Blower Mechanism;

(19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc . of the candidate;

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

The Audit Committee has also been granted powers as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, Audit Committee met 4 times on 24th May, 2017, 31st July, 2017, 9th November, 2017 and 7th February, 2018 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 year ended 31st March 2018
Mr. C. Y. Pal – Chairman*	Independent	4
Mr. Ramesh S. Damani	Independent	4
Mr. Vijay Aggarwal	Independent	4

*Mr. C. Y. Pal resigned as an Independent Director on 7th February, 2018.

Vigil mechanism

With a view to provide for adequate safeguards against victimization of persons, the Company has established vigil mechanism (Whistle Blowing).

It is the policy of the Company to provide adequate safeguards against victimisation of employees and not to allow retaliation against the employee who makes a good faith report about possible violation of Company's Code of Conduct. Suspected violation of this Code, evidence of illegal or unethical behaviour may be reported to the Managing Director & CEO on designated email id whistleblower@aptech.ac.in. All reported violations are appropriately investigated.

Employees are expected to fully cooperate in internal investigations of misconduct. Their identity shall be kept strictly confidential by the Company. In exceptional cases, employees can have direct access to Mr. Vijay Aggarwal, Chairman of the Audit Committee on the designated email id: chairmanauditcommittee@aptech.ac.in for the purpose of bringing to the attention of the Audit Committee any issues, questions, concerns or complaints they may have regarding accounting, internal accounting controls, auditing matters or other genuine concerns.

Details of the above mechanism are posted on Company's website http://www.aptech-worldwide.com/downloads/code-of-conduct/Vigil-Mechanism.pdf

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The term of reference of the Stakeholder's Relationship Committee include redressing shareholder and investor complaints like non – receipt of transfer and transmission of shares, non - receipt of duplicate share certificate, non - receipt of balance sheet, non - receipt of dividends etc. and to ensure expeditious share transfer process.

During the year under review, the Committee met once on 9th November, 2018.

The Composition of the Stakeholders' Relationship Committee along with the details of the meetings attended by the Directors is given below:

Names of Members	Category	No. of Meetings attended during the year ended 31st March 2018
Mr. Ramesh S. Damani – Chairman	Independent	1
Mr. Asit Koticha	Independent	1
Mr. C. Y. Pal*	Independent	1

*Mr. C. Y. Pal resigned as an Independent Director on 7th February, 2018

Name and Designation of Compliance Officer: Mr. Ketan H. Shah, Company Secretary

Status of Complaints received during the year ended March 31, 2018:

Nature of Complaints	Received	Resolved	Pending
Relating to Transfer, Transmission etc.	1	1	Nil
Other / Miscellaneous	4	4	Nil
TOTAL	5	5	Nil

Pending Transfers:

There were no pending transfers as on 31st March 2018.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 7th February, 2018, *interalia* to discuss:

- Evaluation of the performance of Non-Independent Directors
- Evaluation of the performance of Chairman of the Company

- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably to perform its duties.

The following Independent Directors were present at the Meeting:

- Mrs. Madhu Jayakumar
- Mr. Asit Koticha
- Mr. Ramesh Damani
- Mr. Vijay Aggarwal

All Independent Directors have given declarations that they meet the criteria of independence as laid down in Regulation 16(1)(b) of SEBI (LODR), Regulations, 2015 read with Section 149(6) of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to Section 135 of the Companies Act, 2013, a Corporate Social Responsibility Committee was formed by the Board of Directors on 13th May, 2014 and consists of three Directors. On 7th February, 2018, the committee was reconstituted upon resignation of Mr. C Y Pal. The composition of committee is as follows:

- Mrs Madhu Jayakumar (Chairperson)
- Mr. Rajiv Agarwal
- Mr. Anil Pant, MD & CEO

Terms of reference of the Corporate Social Responsibility Committee include formulating and recommending to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on the activities referred to in CSR Policy and monitoring the CSR Policy of the Company from time to time. With a view to enlarge the scope of CSR activities, the Company revised the CSR Policy to enable providing skill development to underprivileged children and youth besides the existing activities. The revised policy also facilitates education by providing financial assistance to the NGOs which are working in the field of development of children and youth through education. The CSR policy as amended on 7th February, 2018 is available on Company website.

During the year under review, the Committee met 3 times on 24th May, 2017, 9th November, 2017 and 7th February, 2018.

The Composition of the CSR Committee along with the details of the meetings attended by the Directors is given below:

Names of Members	Category	No. of Meetings attended during the year ended 31st March 2018
Mr. C. Y. Pal, Chairman of the Committee*	Independent	3
Mr. Rajiv Agarwal	Non Executive	3
Mr. Anil Pant	Non-Independent, Executive	3

*Mr. C. Y. Pal resigned as an Independent Director on 7th February, 2018.

STRATEGY COMMITTEE:

During the year under review, the Strategy Committee met three times on 24th May, 2017, 31st July, 2017 and 20th March, 2018 The composition of the Strategy Committee along with the details of the meeting attended by the Directors is given below:

Names of Members	Category	No. of Meetings attended during the year ended 31st March 2018
Mr. Vijay Aggarwal – Chairman	Independent	2
Mr. C. Y. Pal *	Independent	2
Mr. Utpal Sheth	Non-Executive	3
Mr. Rajiv Agarwal	Non-Executive	3
Mr. Anil Pant	Non-Independent, Executive	3

*Mr. C. Y. Pal resigned as an Independent Director on 7th February, 2018.

The primary role of the Strategy Committee is strategic management of the businesses of the Company and subsidiaries within the Board approved direction/framework. The Strategy Committee operates under the strategic supervision and control of the Board.

NOMINATION & REMUNERATION COMMITTEE:

During the year under review, the Nomination & Remuneration Committee met 4 times on 24th May, 2017, 31st July, 2017, 9th November, 2017 and 7th February, 2018. The composition of the Committee along with the details of the meeting attended by the Directors is given below:

Names of Members	Category	No. of Meetings attended during the year ended 31st March 2018
Mr. Vijay Aggarwal – Chairman	Independent	4
Mr. Utpal Sheth	Non-Executive	3
Mr. C. Y. Pal *	Independent	4
Mr.Ramesh.S.Damani	Independent	2

*Mr. C. Y. Pal resigned as an Independent Director on 7th February, 2018.

The terms of reference of the Nomination and Remuneration 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 Committee has approved Remuneration Policy at its meeting held on 9th February, 2015. The remuneration paid during the year is as per the remuneration policy. The matters relating to remuneration of Managing Director/Whole time Director is decided by the Board of Directors based on the recommendations of the Nomination & Remuneration Committee and as per the terms approved by the shareholders at the General Meeting. The Nomination and Remuneration policy is available on Company's website.

Criteria for performance evaluation of Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, during the year under review, the Board carried out the annual evaluation of its own performance. A structured questionnaire covering various aspects of functioning of the Board, Committees and Directors such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance was distributed to each member of the Board and inputs were received. The Directors expressed their satisfaction with the evaluation process.

The Board of Directors at its meeting held on 21st July, 2016 appointed Mr. Anil Pant as Managing Director & CEO with effect from 3rd November, 2016 of the Company to hold office upto 20th July, 2021. Approval of shareholders at the annual general meeting held on 27th September, 2016 in respect of his appointment has been obtained.

The details of remuneration paid to Mr. Anil Pant are as follows:

Particulars of remuneration	(Period: 1st April 2017 to 31st March 2018) Amount (in ₹ lacs)
Salary & Allowances Perquisites (Club Fees)	257.83
Contribution to Provident Fund, Superannuation Fund	12.24
TOTAL	**270.07**

During the year ended 31st March 2018, the remuneration paid to Mr. Anil Pant has exceeded the limits specified under the Section II of the Part II (as revised) of Schedule V of the Companies Act, 2013 by ₹ 30.07 lacs. The company shall obtain the approval for waiver of excess remuneration paid to Mr. Pant from the shareholders at the ensuing annual general meeting.

The Shareholders had at the Annual General Meeting held on 30th September, 2013, approved appointment of Mr. Anuj Kacker as Wholetime Director of the Company for the period from 1st November 2012 to 31st October 2017. He has been reappointed for a further term of 5 years upto 31st October, 2022 by the Board of Directors at its meeting held on 24th May, 2017. Consent of the Shareholders at the Annual General Meeting held on 31st July, 2017 in respect of his re-appointment and remuneration was obtained.

The details of remuneration paid to Mr. Anuj Kacker are as follows:

Particulars of remuneration	(Period: 1st April 2017 to 31st March 2018) Amount (in ₹ lacs)
Salary & Allowances Perquisites (Club Fees)	143.41
Contribution to Provident Fund, Superannuation Fund	6.76
TOTAL	**150.17**

Details of shareholding of non-executive directors other than promoter directors in the Company as on 31st March 2018 are as follows:

Names of Directors	Category	No. of shares
Mr. Ramesh Damani	Independent Non-Executive	2,08,500
Mrs. Madhu Jayakumar	Independent Non-Executive	50,000
Mr. Rajiv Agarwal	Non-Executive	58,100

Considering the valuable contributions made by the Independent Directors, ₹ 16.00 lacs as commission was paid to the Independent Directors for the financial year 2017-18 being 1% of net profits computed in accordance with Section 198 of the Companies Act, 2013 as under:

Name of Director	Commission for the year 2017-18 (₹ in Lacs)
Ramesh Damani	5.00
Vijay Aggarwal	5.00
Madhu Jayakumar	3.00
Asit Koticha	3.00
Total	**16.00**

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

The details of the Sitting Fees paid to the Non-Executive Directors for the year ended 31st March 2018 are as follows:

Name of Director	Sitting Fees (₹ in Lacs)
C.Y.Pal	3.60
Asit Koticha	1.00
Rajiv Agarwal	2.00
Ramesh S. Damani	2.40
Utpal Sheth	1.80
Vijay Aggarwal	3.00
Madhu Jayakumar	0.60
Ninad Karpe	0.60
Madhusudan Kela	0.20
Total	**15.20**

Subsidiary Companies:

As on the close of the accounting year ended 31st March 2018, turnover of Maya Entertainment Limited (earlier known as Avalon Aviation Academy Private Limited) which is a subsidiary of Aptech Limited exceeded 20% of the consolidated turnover of Aptech Limited and its subsidiaries. In view of the same, Maya Entertainment Limited became a Material Unlisted Subsidiary Company of Aptech Limited.

The Audit Committee has approved a policy on Material Subsidiary which has been uploaded on the Company's website http://www.aptech-worldwide.com/downloads/aptech-policy/Policy-on-Material-Subsidiaries.pdf

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:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 during the financial year were in the ordinary course of business and on an arms length basis. Details of Related party Transaction are given in Annexure - AOC-2 of Director's Report.

The Audit Committee has approved a policy for Related Party Transactions which has been uploaded on the Company's website http://www.aptech-worldwide.com/downloads/aptech-policy/Policy-Aptech-RPT.pdf.

(b) Details of non-compliance by the Company, penalties, and 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:

The Company has paid an amount of ₹ 430500/- to Reserve Bank of India in compliance of the order CA. No. MCO3841 dated April 26, 2016 passed by the Compounding Authority.

(c) The Company has a Whistle Blowing procedure in place as per the Code of Conduct & Ethics. The Company also maintains a website known as 'Aptalk' which is a platform developed exclusively for all Aptech employees to Connect, Converse & Collaborate. This site helps employees to know their colleagues, to share information & 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 email 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

All the mandatory items of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter alia* 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) Nomination and Remuneration Committee;

(v) Remuneration of Directors

(vi) Stakeholders' Relationship Committee;

(vii) General Body Meetings;

(viii) Disclosures;

(ix) Means of Communication;

(x) General Shareholder Information.

(e) Policy for determining 'material' subsidiaries

Details of the Policy for determining 'material' subsidiaries is available on the website and the link for the same is http://www.aptech-worldwide.com/downloads/aptech-policy/Policy-on-Material-Subsidiaries.pdf

Board Disclosures:

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

Prevention of Insider Trading

The Company has framed and implemented a Code on Prevention of Insider Trading in accordance with the Code prescribed by SEBI (Prohibition of Insider Trading) Regulation, 2015 and disclosed on the website of the Company viz. http://www.aptech-worldwide.com/downloads/code-of-conduct/aptech-code-of-conduct.pdf

Compliance with Non – Mandatory Requirements

The Company is compliant with non Mandatory requirements of Regulation 27(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 to the extent it is applicable to the Company.

- The Chairperson is a non executive director and he maintains his own office.
- The position of the Chairman of the Board of Directors and the CEO is separate.
- The Internal Auditor reports directly to the Audit Committee in all functional matters.

CEO and CFO Certification:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anil Pant, 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 March 31st, 2018.

GENERAL BODY MEETINGS:

Details of the last three Annual General Meetings held from the year 2015-16 to 2017-18 are given below, in the ascending order:

2015-2016: (i) The Fifteenth Annual General Meeting of the company was held on 7th August 2015 at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021 at 04:00 P.M

2016-2017: (ii) The Sixteenth Annual General Meeting of the company was held on 27th September, 2016 at " M C Ghia Hall", Suryodaya baquets Pvt ltd, 18/20, 2nd floor, Bhogilal Hargovindas Building, K Dubhash Marg, Kalaghoda, Behind prince of Wales museum, Fort, Mumbai – 400001 at 4.00 P.M.

2017-2018: (iii) The Seventeenth Annual General Meeting of the company was held on 31st July, 2017 at " M C Ghia Hall" , Suryodaya baquets Pvt ltd, 18/20, 2nd floor, Bhogilal Hargovindas Building, K Dubhash Marg, Kalaghoda, Behind prince of Wales museum, Fort, Mumbai – 400001 at 4.00 P.M.

At all the above Annual General Meetings, in compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and SEBI circular dated 17th April 2014, the Company had offered e-voting facility as an alternative mode of voting to enable the Members to cast their votes electronically. Necessary arrangements were made by the Company with Karvy Computershare Pvt. Ltd. to facilitate e-voting.

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

At the fifteenth Annual General Meeting held on 7th August 2015, Special Resolution was passed pertaining to:

(i) Amendment of Articles of Association of the Company to bring them in conformity with Companies Act 2013.

(ii) payment of commission to Non-executive directors by way of commission (over and above the payment of sitting fees) to the Directors of the Company other than the Managing and Whole-time Directors 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 198 of the Companies Act, 2013 during the financial year 2015-16.

At the Sixteenth Annual General Meeting held on 27th September, 2016, Special Resolution was passed pertaining to:

(i) payment of commission to Non-executive directors by way of commission (over and above the payment of sitting fees) to the Directors of the Company other than the Managing and Whole-time Directors 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 198 of the Companies Act, 2013 during the financial year.

(ii) Appointment of Mr. Anil Pant as Managing Director with effect from 3rd November, 2016 upto 20th July, 2021

(iii) Approval of Employee Stock option Plan 2016 and grant of 44,32,620 Employee Stock Options being 11.11 % of the paid up equity capital of the Company as on 31st March, 2016 to the permanent employees of the Company and its wholly owned subsidiaries including directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided solely by the Board under the Plan, exercisable into not more than 44,32,620 fully paid-up Equity Shares in the Company in aggregate of face value of ₹ 10 each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

(iv) Grant upto 13,29,780 employee stock option to the Managing Director of the Company (being 30% of the total Employee Stock Options granted)exercisable into not more than 13,29,780 fully paid-up Equity Shares in the Company in aggregate of face value of ₹ 10 each, through new issue of shares at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

(v) Implementation of Aptech Limited Employee Stock Option Plan 2016 through issue of new shares to the Employees.

At the Seventeenth Annual General Meeting held on 31st July, 2017, Special Resolution was passed pertaining to:

(i) Re-appointment of Mr. Anuj Kacker as Wholetime Director upto 31st October, 2022.

(ii) Waiver of excess remuneration paid to Mr. Ninad Karpe for the financial years 2014-15, 2015-16.

(iii) Waiver of excess remuneration paid to Mr. Anuj Kacker for the financial years 2015-16.

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	:	Thursday , 26th July, 2018 at 4.00 p.m at "Rangaswar Hall", 4th Floor, Chavan Centre, General Jagannth Bhosale Marg, Chavan Hall next to Sachivalaya Gymkhana, Mumbai 400 021.

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 26th July, 2018.

Financial Calendar:

A.	Next Financial Year	:	1st April 2018 to 31st March 2019
B.	First Quarter results	:	to be published by 14th August 2018
C.	Second Quarter results	:	to be published by 14th November 2018
D.	Third Quarter results	:	to be published by 14th February 2019
E.	Results for the year ending 31st March, 2019	:	to be published by 30th May 2019
F.	Date of Book Closure	:	23rd July, 2018 to 26th July, 2018 (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 2017-18.

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 Dematerialized Mode : INE266F01018

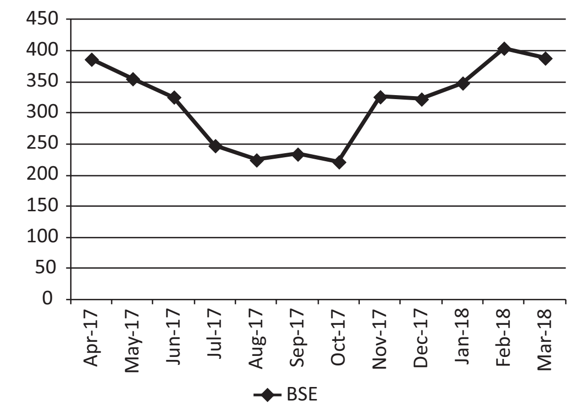
Market Information:

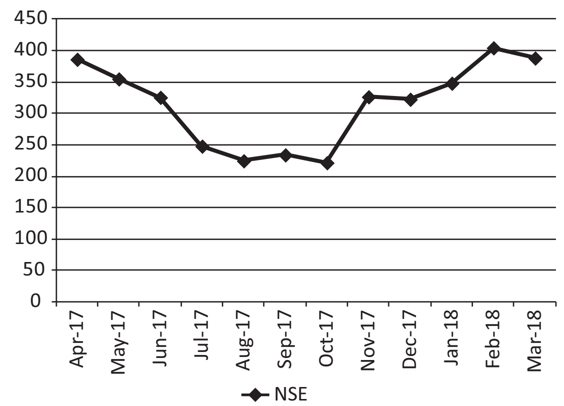
Aptech Share Price Data:

Month and Year	BSE Limited		The National Stock Exchange of India Limited	
	(₹)		(₹)	
	High	Low	High	Low
Apr-17	247.40	216.00	247.90	215.85
May-17	224.50	178.20	224.60	178.25
Jun-17	233.85	189.50	234.00	188.90
Jul-17	221.40	194.80	221.60	194.65
Aug-17	325.95	196.10	326.40	195.00
Sep-17	322.30	267.50	322.45	267.05
Oct-17	348.00	278.50	348.00	277.55
Nov-17	403.95	302.10	404.30	302.00
Dec-17	388.10	336.00	388.00	336.00
Jan-18	386.25	301.50	386.00	300.90
Feb-18	354.90	248.10	354.80	246.65
Mar-18	325.50	256.30	325.50	256.00

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

Stock Performance: (Indexed)





Registrar and Share Transfer Agents: M/s. Karvy Computershare Pvt. Ltd.
Karvy Selenium, Tower B, Plot 31-32, Gachibowli,
Financial District, Hyderabad - 500 032
Tel No : +91 40 6716 2222
Fax No : +91 40 2342 0814
Email : einward.ris@karvy.com

Share Transfer System:

Share Transfers in physical form can be lodged with (Karvy Computershare Private Limited at any of the above mentioned address.

Such transfers are normally processed within 30 days from the date of receipt; the documents are in order in all respects. The Stakeholders' Relationship Committee usually approves the transfer of shares once in every 15 days..

Unclaimed Dividends:

Pursuant to section 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund), Rules, 2016 ("IEPF Rules"), dividend if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further pursuant to sections read with the rules as referred above, all shares in respect of which dividend is not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company shall also be transferred to IEPF.

In the interest of the shareholders, the company had sent reminders to the shareholders to claim their dividend in order to avoid transfer of dividends/ shares to IEPF Authority. Notice in this regard were also published in the newspapers. The details of unclaimed dividend and shareholders whose shares are transferred to the IEPF Authority, are uploaded on the Company's website - https://www.aptech-worldwide.com/downloads/news-and-notification/TransfertoIEPFsuspenseaccount.pdf

In light of aforesaid provisions, the Company has transferred to IEPF the unclaimed dividends and shares in respect of which dividend was not claimed for 7 consecutive years or more.

The details of unclaimed dividend and shares transferred to IEPF during the year 2017-18 are as follows:

Financial Year	Amount of unclaimed dividend transferred (₹)	Number of Shares transferred
2009-10	769018	309046

The dates by which the unclaimed dividend amounts will be transferred to IEPF are as under:

Financial Year	Date of declaration	Rate of dividend per share (₹)	Due date for transfer to IEPF
2010-11 (Final Dividend)	29/07/2011	2.50	28/07/2018
2011-12 (Interim Dividend)	20/01/2012	1.50	19/01/2019
2011-12 (Final Dividend)	20/07/2012	1.50	19/07/2019
2012-13 (Interim Dividend)	22/01/2013	1.50	21/01/2020
2012-13 (Final Dividend)	30/09/2013	2.50	29/09/2020
2013-14 (Interim Dividend)	20/01/2014	2.00	19/01/2021
2013-14 (Interim Dividend)	13/05/2014	2.50	12/05/2021
2014-15 (Interim Dividend)	09/02/2015	1.50	08/02/2022
2014-15 (Interim Dividend)	29/04/2015	1.75	28/04/2022
2015-16 (Interim Dividend)	03/02/2016	1.00	02/02/2023
2016-17 (Interim Dividend)	24/05/2017	3.00	23/05/2024
2017-18 (Interim Dividend)	30/05/2018	3.50	29/05/2025

Distribution of Shareholding :

No. of Equity shares held	As on March 31, 2018				As on March 31, 2017			
	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of Shareholding	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of Shareholding
1-500	61520	95.37	4121080	10.33	75559	95.92	4868324	12.20
501-1000	1454	2.25	1155600	2.90	1619	2.06	1308168	3.28
1001-2000	718	1.11	1096904	2.75	731	0.93	1131481	2.84
2001-3000	253	0.39	652331	1.64	250	0.32	639616	1.60
3001-4000	120	0.19	425937	1.07	140	0.18	509344	1.28
4001-5000	114	0.18	539469	1.35	121	0.15	580397	1.45
5001-10000	143	0.22	1028936	2.58	162	0.21	1236700	3.10
10001 and above	188	0.29	30873303	77.39	195	0.25	29619530	74.25
TOTAL	**64510**	**100.00**	**39893560**	**100.00**	**78777**	**100.00**	**39893560**	**100.00**

Categories of shareholding:

Sr. No.	Category	As on March 31, 2018			As on March 31, 2017		
		No. of Shareholders	No. of Shares	Voting Strength	No. of Shareholders	No. of Shares	Voting Strength
1	Promoter & Promoter Group	6	19667540	49.30	6	19667540	49.30
2	Mutual Funds	2	1869	0.00	2	1869	0.00
3	Banks / Financial Institutions / Insurance Companies (Central / State Government Institutions / Non Government Institutions)	12	53192	0.13	18	167679	0.41
4	FIIs	15	2070894	5.19	2	47072	0.12
5	NRIs	1055	635995	1.59	2273	253591	0.64
6	OCBs	0	0	0.00	0	0	0
7	Foreign National /Financial Banks	0	0	0.00	7	124287	0.31
8	Domestic Companies	916	3669396	9.19	913	3448106	8.64
9	Trust	1	8	0.00	8	20065	0.05
10	Indian Public	62503	13794666	34.57	75548	16163348	40.51
	TOTAL	**64510**	**39893560**	**100**	**78777**	**39893560**	**100**

Foreign Exchange Risk and Hedging Activities

Company is exposed to foreign exchange risk on account of import and export transactions entered. The Company is proactively mitigating risks by entering into commensurate hedging transactions with banks.

Details are given in notes to the financial Statement.

Dematerialization of Shares and liquidity:

Trading in the Equity Shares of the Company is permitted only in dematerialized form. Over 98.70% of the Company's Share Capital was dematerialized as on 31st March, 2018.

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

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

22,542 Global Depository Receipts of erstwhile Aptech Limited (hereinafter "Old GDRs") (P.Y. 11,271) representing 11,271 underlying equity shares (2 GDR equals 1 Equity Share) of face value ₹ 10/- each are outstanding as on 31st March, 2018.

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
Email: investor_relations@aptech.ac.in
Website: www.aptech-worldwide.com

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by APTECH LIMITED ("the Company"), for the year ended March 31, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations").

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

Auditors' Responsibility

Our responsibility is limited to examining the 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.

We have examined the books of accounts and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purpose issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and representations provided by management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations, as applicable during the year ended 31 March 2018.

We 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.

In the wake of resignation of one of the independent directors, the minimum number required of independent directors came down by one, which, since the date of the Balance Sheet, has been regularised as per the timeline given under Regulation 17 of SEBI Listing Regulations.

Restriction on use

The certificate is issued solely for the purpose of complying with the aforesaid SEBI Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership Number: 36148

Place: Mumbai
Date: May 30, 2018

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

We, Anil Pant, Managing Director & CEO, 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 statements for the year ended 31st March, 2018 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, 2018, 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 to 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, if any.

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

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

   (ii) significant changes in accounting policies during the year, if any, 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.

Anil Pant
Managing Director and
Chief Executive Officer

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

Place : Mumbai
Date : 30th May, 2018

DECLARATION BY CHIEF EXECUTIVE OFFICER (CEO)

I, Anil Pant, Managing Director & CEO of Aptech Limited, hereby declare that, as per the requirements of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 , all the Board Members and the Senior Management Personnel of the Company have affirmed their compliances with the Aptech Code of Conduct, for the year ended 31st March, 2018 over financial reporting.

Anil Pant
Managing Director
and Chief Executive Officer

Place: Mumbai
Date: 30th May, 2018

INDEPENDENT AUDITOR'S REPORT

To The Members of Aptech Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS Financial Statements of **Aptech Limited** (''the Holding Company'') and its Subsidiaries (The Holding Company and its Subsidiaries collectively referred to as "the Group"), which comprise of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information ("the Consolidated Ind AS Financial Statements'').

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended.

The respective Board of Directors of the Company and its subsidiary companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatements, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Board of Directors of the Holding Company.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS Financial Statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the Indian Accounting Standards and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Board of Directors and its subsidiary companies included in the Group, as well as evaluating the overall presentation of the Consolidated Ind AS Financial Statements.

We believe that the audit evidence that we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred in paragraph on the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditors, referred to in the Other Matters paragraph below, the aforesaid Consolidated Ind AS Financial Statements 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 including the Ind AS, of the consolidated state of affairs of the Group as at March 31, 2018, and its consolidated profit, consolidated total comprehensive income, its consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Emphasis of Matters

Attention is invited to Note 6 to the Consolidated Ind AS Financial Statements, which indicates that in the absence of availability of audited financial statements of the investee in China for last about four years and other recent financial information, the investments in equity instruments held by the Group in the said investee is carried at cost as an appropriate estimate of fair value, in accordance with paragraph B5.2.3 of Appendix B on the Application Guidance to Ind AS 109 on "Financial Instruments".

Our report is not modified in respect of the above matter.

Attention is invited to Note 29 to the Consolidated Ind AS Financial Statements about the remuneration of ₹ 130.68 lakhs provided and paid to the erstwhile Managing Director during the Financial Year 2015-16 and ₹ 30.07 lakhs provided and paid to the Managing Director during the Financial Year 2017-18 which are in excess of the limit prescribed under Sections 197 and 198 read with Schedule V to the Companies Act, 2013, for which the Company will seek waiver at the ensuing Annual General Meeting, till such time the excess remuneration so paid is held by the Managing Director in trust for the Company.

Our report is not modified in respect of the above matter.

Other Matters

The Comparative financial information of the Group for the year ended March 31, 2017 and the transition date opening Balance Sheet as at April 1, 2016 included in these Consolidated Ind AS Financial Statements, are based on the previously issued financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 and other accounting principles generally accepted in India and audited by the predecessor auditor (vide their unmodified audit report on May 6, 2016 and May 24, 2017 respectively), as adjusted for the differences in the accounting principles adopted by the Group on transition to Ind AS, which have been audited by us.

Our opinion above on the Consolidated Ind AS Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of above matters.

We did not audit the Financial Statements and the financial information of 3 (three) subsidiaries located outside India, included in the Consolidated Ind AS Financial Statements, whose Financial Statements and financial information reflect total assets of ₹ 1252.93 lakhs as at March 31, 2018, total revenues of ₹ 2155.63 lakhs, total net profit of ₹ 169.58 lakhs and total comprehensive income of ₹ 169.58 lakhs for the year ended as on that date, as considered in preparation of Consolidated Ind AS Financial Statements. These Financial Statements/ financial information have been prepared in accordance with accounting principles generally accepted in its respective country and have been audited by other auditors. The Company's management has converted these financial statements/ information of such subsidiaries to the Indian GAAP and the accounting principles generally accepted in India, which, have been audited by us. Our opinion in so far as it relates to the balances and affairs of such subsidiaries is based on the report of other auditor and the conversion adjustments prepared by the management and audited by us.

We did not audit the Financial Statements and the financial information of 2 (two) subsidiaries located outside India, included in the Consolidated Ind AS Financial Statements, whose Financial Statements and financial information reflect total assets of ₹ 2244.46 lakhs as at March 31, 2018, total revenue of ₹ Nil, total net loss of ₹ 6.76 lakhs and total comprehensive expense of ₹ 6.76 lakhs for the year ended as on that date, as considered in preparation of Consolidated Financial Statements. These Financial Statements/ financial information have been prepared by the Company's management in accordance with the Indian GAAP and the accounting principles generally accepted in India. These financial statements/ financial information have been audited by a firm of Chartered Accountants and included in the Consolidated Ind AS Financial Statements on the basis of their Fit-for-Consolidation Report and our opinion in so far as it relates to the balances and affairs of such subsidiaries is based on those reports.

Our report is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated Ind AS Financial Statements;

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept by the Group so far as it appears from our examination of those books;

   c. The consolidated Balance Sheet, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Cash flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   d. In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder;

   e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company and its subsidiary companies incorporated in India, is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

   f. With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements of the Holding Company and its subsidiary companies, refer to our separate report in "Annexure A" to this report;

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 , in our opinion and to the best of our information and according to the explanations given to us:

      i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Ind AS Financial Statements – Refer Note 40 forming part of Consolidated Ind AS Financial Statements.

      ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Place : Mumbai
Dated : May 30, 2018

ANNEXURE AUDITOR'S REPORT

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date to the members of the Company on the Consolidated Ind AS Financial Statements for the year ended March 31, 2018.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") hereinafter

We have audited the internal financial controls over financial reporting of Aptech Limited (hereinafter referred to as "the Holding Company") and its subsidiaries incorporated in India (the Holding Company and its subsidiaries incorporated in India together referred to as "the Covered Entities"), as at March 31, 2018 in conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Covered Entities are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective entities considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Covered Entities based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting are established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Covered Entities.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed by the company to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Further, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Covered Entities have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the respective entities considering the essential components of internal control stated in the Guidance Note.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No.36148

Place : Mumbai
Dated : May 30, 2018

Consolidated Balance Sheet as at March 31, 2018

(₹ in lakhs)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
Non-current Assets				
Property, Plant and Equipment	**4**	1,588.97	2,084.45	1,766.33
Capital Work-in-Progress		-	-	0.34
Goodwill	**5**	-	-	3.04
Other Intangible Assets	**5**	1,234.31	1,216.36	1,145.70
Intangible Assets under Development		262.66	252.73	348.95
Financial Assets				
Investments	**6**	13,067.81	10,880.92	10,865.28
Loans	**7**	157.79	1,667.19	1,404.40
Other Financial Assets	**8**	102.04	102.04	-
Deferred Tax Assets (Net)	**34**	1,841.80	1,488.76	1,488.76
Other Non-current Assets	**9**	548.41	431.87	597.79
Total Non-current Assets		**18,803.79**	**18,124.32**	**17,620.59**
Current Assets				
Inventories	**10**	72.96	98.63	208.27
Financial Assets				
Investments	**11**	750.79	1,803.36	-
Trade Receivables	**12**	6,005.03	4,182.43	3,610.68
Cash and Cash Equivalents	**13**	1,331.05	1,354.71	856.89
Other Bank Balances	**14**	3,019.76	1,539.95	2,425.22
Loans	**15**	466.48	476.32	402.47
Other Financial Assets	**16**	1,354.48	589.24	759.01
Other Current Assets	**17**	572.72	444.22	327.15
Total Current Assets		**13,573.27**	**10,488.86**	**8,589.69**
TOTAL ASSETS		**32,377.06**	**28,613.18**	**26,210.28**
EQUITY and LIABILITIES				
Equity				
Equity Share Capital	**18**	3,989.36	3,989.36	3,989.36
Other Equity	**19**	23,933.42	20,753.16	18,307.64
Total Equity		**27,922.78**	**24,742.52**	**22,297.00**
Liabilities				
Non-current Liabilities				
Provisions	**20**	227.38	206.21	183.46
Total Non-current Liabilities		**227.38**	**206.21**	**183.46**
Current Liabilities				
Financial Liabilities				
Trade Payables	**22**	1,637.40	1,392.74	1,175.83
Other Financial Liabilities	**23**	1,401.67	1,221.32	1,600.49
Provisions	**24**	41.31	98.75	45.53
Other Current Liabilities	**25**	1,146.52	951.64	907.97
Total Current Liabilities		**4,226.90**	**3,664.45**	**3,729.82**
Total Liabilities		**4,454.27**	**3,870.66**	**3,913.28**
TOTAL EQUITY and LIABILITIES		**32,377.06**	**28,613.18**	**26,210.28**

Notes (Including Significant Accounting Policies) Forming Part of the Financial Statements **1-46**

The above Balance Sheet should be read in conjunction with the accompanying notes.

As per our attached report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No.36148

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors of
APTECH LIMITED

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

Consolidated Statement of Profit and Loss for the Year ended March 31,2018

(₹ in lakhs other than EPS)

Particulars	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from Operations	26	22,914.23	21,218.22
Other Income	27	512.89	435.27
Total Income		**23,427.12**	**21,653.49**
Expenses			
Purchases of Stock-in-Trade		291.63	184.65
Changes in Inventories of Stock-in-Trade	28	25.67	109.64
Employee Benefits Expense	29	6,703.94	5,264.62
Share Based Payment to Employees	30	1,227.36	580.53
Finance Costs	31	6.04	4.11
Depreciation and Amortisation Expense	4 and 5	1,126.36	1,072.62
Other Expenses	32	11,944.00	12,155.87
Total Expenses		**21,325.00**	**19,372.04**
Profit Before Exceptional Items and Tax		**2,102.12**	**2,281.45**
Exceptional Item (Net)	33	1,556.15	-
Profit Before Tax		**3,658.27**	**2,281.45**
Income Tax Expense			
Current Tax	34	724.08	351.06
Deferred Tax	34	(353.04)	-
Total Tax Expense		**371.04**	**351.06**
Profit for the year		**3,287.23**	**1,930.39**
Other Comprehensive Income			
Items that will not be reclassified to Profit and Loss			
i. Loss on Remeasurement of Defined Benefit Plan		(80.46)	(98.16)
ii. Gain on fair value on Equity Instruments		162.58	15.54
iii. Income Tax on above		24.01	24.27
Other Comprehensive Income for the year (Net of Tax)		**106.12**	**(58.35)**
Total Comprehensive Income for the year		**3,393.35**	**1,872.04**
Earnings Per Share	43		
Basic Earnings Per Share (Face Value of ₹ 10 each)		8.24	4.84
Diluted Earnings Per Share (Face Value of ₹ 10 each)		7.86	4.62

Notes (Including Significant Accounting Policies) Forming Part of the Financial Statements **1-46**

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our attached report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No.36148

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors of
APTECH LIMITED

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

Consolidated Statement of Cash Flows for the Year ended March 31, 2018

(₹ in lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit Before Tax		**3,658.27**		**2,281.45**
Adjustments for:				
Share Based Payment to Employees	1,227.36		580.53	
Depreciation and amortisation	1,126.36		1,072.62	
Advances written off	163.22		-	
Allowances for Expected Credit Loss	685.58		467.01	
Bad Debts written off	174.34		33.66	
Finance Cost	6.04		4.11	
Interest Income	(245.74)		(256.04)	
Reversal of Liabilities	(174.89)		(114.79)	
Unrealised Loss/ (Gain) on Exchange Fluctuation (Net)	(23.89)		(91.74)	
Profit on Disposal of Assets	(1,556.15)		(4.83)	
		1,382.23		**1,690.53**
Operating Profit before Working Capital Changes		**5,040.50**		**3,971.98**
Changes in Assets and Liabilities				
Decrease/(Increase) in Other Non-current Assets	7.15		(2.74)	
Decrease/(Increase) in Inventories	25.67		109.64	
Decrease/(Increase) in Trade Receivables and Unbilled Revenue	(3,418.29)		(788.34)	
Decrease/(Increase) in Loans	(16.78)		(103.39)	
Decrease/(Increase) in Other Financial Assets	(18.41)		(5.61)	
Decrease/(Increase) in Other Current Assets	(128.50)		(117.07)	
Increase/(Decrease) in Non-current Liabilities and Provisions	(59.30)		(75.41)	
Increase/(Decrease) in Trade Payable	419.55		331.70	
Increase/(Decrease) in Other Financial Liabilities	122.91		(325.95)	
Increase/(Decrease) in Other Current liabilities	194.88		43.67	
		(2,871.12)		**(933.50)**
Cash generated from / (used in) Operations		**2,169.38**		**3,038.48**
Income Tax Paid (Net)		(823.76)		(158.12)
Net Cash generated from/ (used in) Operating Activities		**1,345.62**		**2,880.36**
B. CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment	(1,164.25)		(1,362.28)	
Sale of Property, Plant and Equipment	2,061.63		5.30	
Purchase of Investments	(2,024.31)		(1,803.79)	
Sale of Investments	1,074.29			
Interest income	218.41		256.04	
Proceeds from/(Investing) in Bank Deposits (original maturity more than three months)	(1,479.80)		783.23	
Loans and Advances - Repayment by/ (given to) Related Party (AICAR)	1,372.81		(233.25)	
Net Cash generated from/ (used in) Investing Activities		**58.78**		**(2,354.75)**

Particulars	As at March 31, 2018		As at March 31, 2017	
C. CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from Hedging Contract	-		(6.72)	
Dividend paid (Including DDT)	(1,440.45)		-	
Finance Costs	(6.04)		(4.11)	
Net Cash generated from/ (used in) Financing Activities		**(1,446.49)**		**(10.83)**
Net (Decrease) / Increase in Cash and Cash equivalents		**(42.11)**		**514.78**
Cash and Cash Equivalents at the beginning of the year		1,371.67		856.89
Cash and Cash Equivalents at the end of the period		1,329.56		1,371.67
Net (Decrease) / Increase in Cash and Cash equivalents		**(42.11)**		**514.78**

i. Cash and cash equivalents included in the Statement of cash flows comprise the following :

Particulars	As at March 31, 2018	As at March 31, 2017
Cash and cash equivalents disclosed under current assets	1,331.05	1,354.71
Add : Unrealised exchange (gain)/loss on cash and cash equivalents	(1.48)	16.96
Total cash and cash equivalents as per Statement of Cash Flows	**1,329.56**	**1,371.67**

ii. Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of Financial Statements to evaluate changes in liabilities arising from financial activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheets for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the Financial Statements.

iii. Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

iv. Figures in bracket indicate Cash Outflow.

As per our attached report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No.36148

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors of
APTECH LIMITED

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

Statement of Changes in Equity for the Year ended March 31, 2018

A. Equity Share Capital

Particulars	Notes	No. of shares	₹ in lakhs
Balance as at April 1, 2016		**3,98,93,560**	**3,989.36**
Changes in Equity Share Capital	18	**-**	**-**
Balance as at March 31, 2017		**3,98,93,560**	**3,989.36**
Changes in Equity Share Capital	18	**-**	**-**
Balance as at March 31, 2018		**3,98,93,560**	**3,989.36**

B. Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus						Other Comprehensive Income		
	Securities Premium Account	Capital Redemption Reserve	Share Options Outstanding Account	General Reserves	Foreign Currency Translation Reserve	Retained Earnings	Effective Portion of Cash Flow Hedges	Equity Instruments through Other Comprehensive Income	Total Other Equity
Balance as at April 1, 2016	**8,977.20**	**1,774.59**	**-**	**624.98**	**0.33**	**7,140.60**	**6.72**	**(216.78)**	**18,307.64**
Profit/(Loss) for the year	-	-	-	-	(0.33)	1,930.39	(6.72)	-	**1,923.34**
Share Based Payments to Employees	-	-	580.53	-	**-**	-	-	-	**580.53**
Gain/(Loss) on Fair Valuation of Equity Instruments	-	-	-	-	**-**	-	-	15.54	**15.54**
Other Comprehensive Income for the year (Net of Income Tax)	-	-	-	-	**-**	(73.89)	-	-	**(73.89)**
Total Comprehensive Income for the year	**-**	**-**	**580.53**	**-**	**(0.33)**	**1,856.50**	**(6.72)**	**15.54**	**2,445.52**
Balance as at March 31, 2017	**8,977.20**	**1,774.59**	**580.53**	**624.98**	**-**	**8,997.10**	**-**	**(201.24)**	**20,753.16**
Profit/(Loss) for the year	-	-	-	-	**-**	3,287.23	-	-	**3,287.23**
Share Based Payments to Employees	-	-	1,227.36	-	**-**	-	-	-	**1,227.36**
Gain/(Loss) on Fair Valuation of Equity Intruments	-	-	-	-	**-**	-	-	162.58	**162.58**
Other Comprehensive Income for the year (Net of Income Tax)	-	-	-	-	**-**	(56.45)	-	-	**(56.45)**
Interim Dividend	-	-	-	-	**-**	(1,196.81)	-	-	**(1,196.81)**
Corporate Tax on Interim Dividend	-	-	-	-	**-**	(243.64)	-	-	**(243.64)**
Total Comprehensive Income for the year	**-**	**-**	**1,227.36**	**-**	**-**	**1,790.33**	**-**	**162.58**	**3,180.27**
Balance as at March 31, 2018	**8,977.20**	**1,774.59**	**1,807.89**	**624.98**	**-**	**10,787.43**	**-**	**(38.66)**	**23,933.42**

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

As per our attached report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No.36148

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors of
APTECH LIMITED

ANIL PANT
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Din :07565631

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Executive Vice President & CFO

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Company Secretary

1. Corporate Information

Aptech limited ("The Company") is a public limited company incorporated and domiciled in India and has its registered office at Mumbai. The equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). Aptech Limited and its subsidiaries ("the Group") are primarily engaged in the business of education training and assessment solution services. The Company has been carrying on the business of Training and Education for the last over three decades.

The financial statements for the year ended March 31, 2018 are approved for issue by the Board of Directors of the Company on May 30, 2018.

2. Significant Accounting Policies

a. Basis of Preparation

These financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act 2013 (the 'Act') and other relevant provisions of the Act.

For all periods upto and including for the Financial Year ended March 31, 2017, the Group prepared its financial statements in accordance with Accounting Standards specified under Section 133 of the Act read with applicable rules and the relevant provisions of the Act ("Previous GAAP"). The figures for the year ended March 31, 2017 have now been restated as per Ind AS to provide comparability.

These Financial Statements for the year ended March 31, 2018 are the Group's first Ind AS financial statements. The Group has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101, "First-Time Adoption of Indian Accounting Standards", the date of transition to Ind AS being April 1, 2016. Refer to Note 'r' for details of adoption of Ind AS.

These Financial Statements are prepared on an accrual basis under the historical cost convention or amortised cost, except for following material items that have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities that are measured at fair value;
- Net Defined benefit (asset)/liability – fair value of plan assets less present value of defined benefit obligations;
- Share based payments – at fair value

These financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency and all amounts are rounded off to the nearest lakhs (INR '00,000) upto two decimals, except when otherwise indicated.

b. Basis of Consolidation

i) Subsidiaries

The Parent Company determines the basis of control in line with the requirements of Ind AS 110, Consolidated Financial Statements. Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. All intra-Group balances, transactions, income and expenses are eliminated in full on consolidation.

ii) Non-controlling interest

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Parent Company's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

c. Property, Plant and Equipment(PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

PPE (other than Freehold land and Capital Work-in-progress) are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

The initial cost of an asset comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of item can be measured reliably. The carrying amount of any component accounted for as separate asset is recognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Freehold land is carried at historical cost less impairment loss, if any.

The carrying amount of an item of PPE is derecognised upon disposal or when no future economic benefit is expected to arise from its continued use. Any gain or loss arising on the derecognition of an item of PPE is determined as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in Statement of Profit and Loss.

Capital Work-in-progress

Property, Plant and Equipment which are not ready for intended use on the date of balance sheet are disclosed as capital work-in-progress. It is carried at cost, less any recognised impairment loss. Such properties are classified and capitalised to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation method, Estimated useful lives and residual value

Depreciation on Property, Plant and Equipment is provided over their estimated useful lives on a straight line basis from the date the same are ready for intended use. Useful life of PPE is in accordance with that prescribed in Schedule II, except in respect of the following items of PPE which is based on technical evaluation:

(i) Certain items of plant and machinery (including computers) installed at and used in 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.

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

(iv) Depreciation on PPE is provided at the following rates based on estimated useful life as per the Act,

Office Premises	60 years
Furniture and Fixtures	05 years
Computers Hardware	03 years
Office Equipment	05 years
Electrical Equipments	10 years

(v) Depreciation on Furniture and Fixtures which are installed at leasehold premises is provided over lease period. On other Furniture and Fixtures, the estimated useful life is considered to be that of 5 years.

(vi) Depreciation on PPE added/ disposed off during the year is provided on *pro-rata* basis with reference to the date of addition/ disposal.

(vii) Items of PPE which has cost of ₹ 5,000 or less are depreciated fully in the year of purchase/capitalisation.

(viii) The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, while the effect of any change in estimate is accounted for on a prospective basis.

d. Intangible Assets

Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to that asset will flow to the Group and the cost of the item can be measured reliably. Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Directly attributable costs, that are capitalised as part of the software include employee costs and an appropriate portion of relevant expenses.

Amortisation

Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date they are available for use, as under :

Computer Software and Contents with a finite useful life using the straight-line method over the 3 years from the date they are available for use or based on its consumption pattern, as applicable.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, while the effect of any change in estimate being accounted for on a prospective basis.

e. Impairment of Non-Financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets may have been impaired. If any such indication exists, the recoverable amount, which is the higher of its value in use or its fair value less costs of disposal, of the asset or cash-generating unit, as the case may be, is estimated and impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

An impairment loss is recognised immediately in the Statement of Profit and Loss. When impairment subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but upto the amount that would have been determined, had no impairment loss been recognised for that asset or cash generating unit. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

f. Inventories

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

g. Employee Share based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the date of grant.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

h. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past event, 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 of the amount of obligation. Provision is not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

A Provision is measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, the amount of provision is discounted using an appropriate pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A Contingent liability is disclosed in case of a present obligation arising from past events, when it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made. A Contingent Liability is also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

A Contingent Asset is not recognised, but disclosed in the financial statements when an inflow of economic benefits is probable.

i. Employee Benefits:

Short-Term and Other Long-term Employee Benefits

A liability is recognised for benefits accruing to employees in respect of short-term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. A liability is recognised for benefits accruing to employees in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by the employees up to the reporting date.

i) Defined Contribution Plan

The Group's contribution to Provident Fund and Employee State Insurance Scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

ii) Defined Benefit Plan

In accordance with applicable Indian laws, the Group provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Group. For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. Re-measurement, comprising actuarial gains and losses, are recognised in full in the Other Comprehensive Income for the period in which they occur. Re-measurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to Profit and Loss. Past service cost both vested and non-vested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the Balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Compensated Absences

The Group provides for the encashment of absence or absence with pay based on policy of the Group in this regard. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent actuarial valuation.

j. Income Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

i) Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profits differ from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using applicable tax rates that have been enacted or substantively enacted by the end of the reporting period and the provisions of the Income Tax Act, 1961 and other tax laws, as applicable.

Current tax assets and current tax liabilities are offset if there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the current tax liabilities and assets on a net or simultaneous basis.

ii) Deferred income taxes

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Group's financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

Deferred tax assets and deferred tax liabilities are offset if there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets and liabilities relate to the income tax levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the current tax liabilities and assets on a net or simultaneous basis.

Current and Deferred Tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

k. Earnings per Share

The basic earnings per share are computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

l. Foreign Currency Transactions:

Transactions in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items, if any, that are measured at historical cost denominated in a foreign currency are translated using the exchange rate as at the date of initial transaction. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

m. Statement of Cash Flows

Cash flows are reported using the indirect method, whereby net profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash on hand, cash at banks, other short-term deposits and highly liquid investments with original maturity of three months or less that are readily convertible into cash and which are subject to an insignificant risk of changes in value, as reduced by bank overdrafts.

n. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

i) Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

ii) Classification and Subsequent Measurement: Financial Assets

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial assets.

a. Amortised Cost

A financial asset shall be classified and measured at amortised cost (based on Effective Interest Rate method), if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Cash and bank balances, trade receivables, loans and other financial assets of the Group are covered under this category.

b. Fair Value through OCI

A financial asset shall be classified and measured at FVOCI, if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For financial assets that are measured at FVOCI, income by way of interest and dividend is recognised in profit or loss and changes in fair value (other than on account of such income) are recognised in Other Comprehensive Income and accumulated in other equity. On disposal of equity instruments measured at FVOCI, the cumulative gain or loss previously accumulated in other equity is not reclassified to profit or loss on disposal of investments.

The Group has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading through FVOCI.

c. Fair Value through Profit or Loss

A financial asset shall be classified and measured at FVTPL unless it is measured at amortised cost or at FVOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

iii) Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

a. Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

b. Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

iv) Offsetting:

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

v) Financial Liabilities and Equity Instruments:

- Classification as debt or equity:

  Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

- Equity instruments:

  An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

  Equity instruments issued by the Group are recognised at the proceeds received net off direct issue cost.

vi) Impairment of Financial Assets:

The Group recognises loss allowance using expected credit loss model for financial assets which are measured at amortised cost and FVOCI debt instruments, if any. Expected credit losses are weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at original effective rate of interest.

For Trade Receivables, the Group measures loss allowance at an amount equal to expected credit losses. The Group computes expected credit loss allowance based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

vii) Derecognition of Financial Assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or when the Group transfers its contractual rights to receive the cash flows of the financial asset in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

viii) Derecognition of Financial Liabilities:

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different.

o. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reported net of discounts and indirect taxes.

The Group recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits with the transaction will flow to the Group. When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue shall be recognised only to the extent of the expenses recognised that are recoverable.

Revenue is recognised only when evidence of an arrangement is obtained and the other criteria to support revenue recognition are met, including the price is fixed and determinable, services have been rendered and collectability of the resulting receivables is reasonably assured.

Revenue related to fixed price contracts is recognised in accordance with the proportionate completion method (PCM). The input (efforts expended) method is used to measure progress towards completion, as there is a direct relationship between input and productivity. Costs are recorded as incurred over the contract period. Any revision in cost to complete would result in increase or decrease in revenue and income and such changes are recorded in the period in which they are identified. Provisions for estimated losses, if any, on contracts-in-progress are recorded in the period in which such losses become probable based on the current contract estimates. Contract losses are determined to be the amount by which the estimated total cost to complete exceeds the estimated total revenues that will be generated by the contract and are included in cost of services and classified in provisions. For services accounted for under the PCM method, cost and earnings in excess of billing are classified as unbilled revenue, while billing in excess of cost and earnings are classified as deferred revenue.

Accordingly, 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. Revenue from fixed time contract is recognised using over the period of contracts. For services rendered through franchisees only the Group's share of revenue is recognised.

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

i) Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a timely basis, by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

ii) Dividends

Dividend income from investments is recognised when the Group's right to receive dividend is established, which is generally when shareholders approve the dividend.

p. Operating Lease

Leases are classified as operating leases whenever the terms of the lease do not transfer substantially all the risks and rewards incidental to ownership.

Lease rentals on assets under operating lease are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease.

Assets leased out under operating leases are continued to be shown under the respective class of assets. Rental income is recognised on a straight line basis over the term of the relevant lease.

Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

q. Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Identification of Segments

The Group has reported Segment Information as per Ind AS 108. The Group has identified Operating Segments taking into account the nature of services, the differing risks and returns, the organizational structure and the internal reporting system.

r. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the financial statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

i) Key Estimates, Assumptions and Judgements

The key assumptions concerning the future and other major sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

ii) Income Taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions as also to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits. Also, Refer Note 34.

iii) Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Other Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Group's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The depreciation/amortisaion for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/depreciable amount is charged over the remaining useful life of the assets.

iv) Employee Benefit Plans

The cost of the defined benefit gratuity plan and other-post employment benefits and the present value of gratuity obligation is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

v) Fair Value measurements of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets (Net Assets Value in case of units of Mutual Funds), their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

vi) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

The Group reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

vii) Impairment of Assets

The Group has used certain judgements and estimates to work out future projections and discount rates to compute value in use of cash generating unit and to access impairment. In case of certain assets independent external valuation has been carried out to compute recoverable values of these assets.

viii) Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future ouflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

s. First-time Adoption of Ind AS

The Group has prepared the opening balance sheet as per Ind AS 101, First Time Adoption of Indian Accounting Standards as on April 1, 2016 (the date of transition) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from Previous GAAP to Ind AS required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions and certain optional exemptions availed by the Group. The policy adotpted for the transition to Ind AS is detailed below:

i) Investments in subsidiary, joint ventures and associates

The Group has selected to adopt the Previous GAAP carrying value as on the date of transition, i.e. April 1, 2016 of its investments in subsidiaries as its deemed cost.

ii) Business Combinations

The Group elected to apply Ind AS 103 Prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

iii) Estimates

The estimates as at April 1, 2016 and at March 31, 2017 are consistent with the estimates made for the same dates in accordance with the Previous GAAP.

iv) Deemed Cost for PPE, Intangible asset and Investment Property

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment, intangible assets and investment property recognised as of the transition date, that is, as at April 1, 2016, measured as per the Previous GAAP and use that carrying value as the deemed cost of such Property, Plant and Equipment, Intangible Assets and Immovable Property. Accordingly, the Net block as at March 31, 2016 of these assets as per the Previous GAAP have been considered as the deemed cost.

v) De-recognition of Financial Assets and Liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choice, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Group has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

vi) Classification and measurement of Financial Assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Under Ind AS 109, at initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognised financial assets, as 'fair value through other comprehensive income' on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

Accordingly, the Group has designated its investments in certain equity instruments at fair value through other comprehensive income on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

3. Ind AS issued but not yet effective:

Ministry of Corporate Affairs ("MCA") through the Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs:

Ind AS 21 : The Effects of Changes in Foreign Exchange Rates

Appendix B to Ind AS 21, Foreign Currency Transactions and Advance Consideration is inserted to clarify the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The Appendix explains that the date of the transaction, for the purpose of determining the exchange rate, to use on the initial recognition of the related asset, expense or income (or part of it) is the date on which the non-monetary asset or non-monetary liability arises from the payment or receipt of advance consideration.

If there are multiple payments or receipts in advance, the date of the transaction is determined for each payment or receipt of advance consideration.

The amendment will come into force from April 1, 2018. The Group has evaluated the effect of this on its financial statements and the impact is not material.

Ind AS 115 : Revenue from Contracts with Customers

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind As 18 on "Revenue" and Ind AS 11 on "Construction Contracts".

The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

Further, Ind AS 115, requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

Ind AS 115 permits two possible methods of transition:

- Retrospective approach - Under this approach the standard is applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognised at the date of initial application (Cumulative catch - up approach) only to contracts that are not completed contracts on that date. Under this method, cumulative effect is recognised as an adjustment to the opening balance of retained earnings of the annual reporting period.

The effective date for adoption of Ind AS 115 is accounting period beginning on or after April 1, 2018.

4. Property, Plant and Equipment

Gross Carrying Amount (₹ in lakhs)

Particulars	Freehold Land	Buildings	Leasehold Improvements	Computers	Furniture and Fixtures	Vehicles	Office Equipments	Electrical Fittings	Total
Deemed Cost as at April 1, 2016	**262.15**	**913.11**	**0.56**	**141.76**	**228.99**	**73.48**	**59.37**	**86.91**	**1,766.33**
Additions	-	29.72	-	263.75	226.34	79.39	47.16	22.20	668.56
Disposals	-	-	-	(13.63)	(14.62)	(16.48)	(6.86)	(5.34)	(56.93)
Balance as at March 31, 2017	**262.15**	**942.83**	**0.56**	**391.88**	**440.71**	**136.39**	**99.67**	**103.77**	**2,377.96**
Additions	-	-	-	150.21	40.76	-	18.94	3.73	213.67
Disposals	(260.29)	(75.56)	-	-	-	-	(0.15)	-	(336.00)
Balance as at March 31, 2018	**1.86**	**867.27**	**0.56**	**542.09**	**481.47**	**136.39**	**118.46**	**107.50**	**2,255.60**
Accumulated Depreciation									
Balance as at April 1, 2016	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Depreciation Charge for the Year	-	24.78	0.52	140.10	113.48	11.93	33.31	24.75	348.87
Disposals	-	-	-	(13.64)	(14.63)	(16.48)	(5.47)	(5.14)	(55.36)
Balance as at March 31, 2017	**-**	**24.78**	**0.52**	**126.46**	**98.85**	**(4.55)**	**27.84**	**19.61**	**293.51**
Depreciation charge for the Year	-	24.41	0.04	164.57	133.44	21.60	27.81	18.00	389.87
Disposals	-	(16.67)	-	-	-	-	(0.08)	-	(16.75)
Balance as at March 31, 2018	**-**	**32.52**	**0.56**	**291.03**	**232.29**	**17.05**	**55.57**	**37.61**	**666.63**
Net Carrying Amount as at April 1, 2016	262.15	913.11	0.56	141.76	228.99	73.48	59.37	86.91	1,766.33
Net Carrying Amount as at March 31, 2017	262.15	918.05	0.04	265.42	341.86	140.94	71.83	84.16	2,084.45
Net Carrying Amount as at March 31, 2018	**1.86**	**834.75**	**-**	**251.06**	**249.18**	**119.34**	**62.89**	**69.89**	**1,588.97**

5. Goodwill and Other Intangible Assets

Gross Carrying Amount (₹ in lakhs)

Particulars	Goodwill	Computer Software	Contents	Total
Deemed Cost as at April 1, 2016	**3.04**	**142.65**	**1,003.05**	**1,148.74**
Addition	-	420.49	370.87	791.36
Disposals	-	-	-	-
Balance as at March 31, 2017	**3.04**	**563.13**	**1,373.92**	**1,940.09**
Addition	-	223.49	530.96	754.45
Disposals	-	-	-	-
Balance as at March 31, 2018	**3.04**	**786.62**	**1,904.88**	**2,694.54**
Accumulated Amortisation				
Balance as at April 1, 2016	**-**	**-**	**-**	**-**
Amortisation charge for the period	3.04	147.15	573.54	723.73
Balance as at March 31, 2017	**3.04**	**147.15**	**573.54**	**723.73**
Amortisation charge for the period	-	221.57	514.93	736.49
Balance as at March 31, 2018	**3.04**	**368.72**	**1,088.47**	**1,460.22**
Net Carrying Amount as at April 1, 2016	3.04	142.64	1,003.05	1,148.74
Net Carrying Amount as at March 31, 2017	-	415.98	800.38	1,216.36
Net Carrying Amount as at March 31, 2018	**-**	**417.90**	**816.42**	**1,234.31**

5.1 Contents held by the Company are developed by Professional Subject Matter Experts, directly or indirectly. The Contents used by the Company has entity-specific value. The Contents are protected by legal rights or by a legal duty on employees to maintain confidentiality.

6. Investments: Non-current

Particulars	Face Value of share	As at March 31, 2018		As at March 31, 2017	As at April 1, 2016
		No. of Shares	₹ in lakhs	₹ in lakhs	₹ in lakhs
A. Investments at Cost					
Unquoted					
Investments in Equity Instruments					
Associate					
Aptech Philippines Inc. Philippines	1 Peso	34,20,800	0.67	0.67	1.86
Less : Share of loss of associate (Net)					(1.19)
Subtotal (A)			**0.67**	**0.67**	**0.67**
B. Investments at Amortised cost					
Unquoted					
Investments in Preference Shares					
Tata Capital Preference Share (Refer Note 6.1)	₹ 1000.00	2,00,000	2,024.86	-	-
Subtotal (B)			**2,024.86**	**-**	**-**
C. Investments at Fair Value Through Profit and Loss					
Quoted					
Investments in Mutual Funds					
LIC Nomura MF Income Plus Fund (Refer Note 6.2)	₹ 10.10	22,621	2.50	2.38	2.28
Subtotal (C)			**2.50**	**2.38**	**2.28**
D. Investments at Fair Value Through Other Comprehensive Income					
Unquoted					
Syntea Polland JV	0.20 PLN	3,50,000	226.57	64.00	48.46
Handy Training Technologies	₹ 10.00	2,500	-	0.25	0.25
Bejing Jadebird IT Education Company (BJBC) (Refer Note 6.3)	0.000125 USD	5,56,84,931	10,813.21	10,813.21	10,813.21
New India Co-operative Bank Limited	₹ 10.00	-	-	0.41	0.41
Subtotal (D)			**11,039.78**	**10,877.87**	**10,862.33**
Total Non-current Investments			**13,067.81**	**10,880.92**	**10,865.28**
Aggregate amount of quoted investments and market value thereof			2.50	2.38	2.38
Aggregate amount of unquoted investments			13,065.32	10,878.54	10,863.00
Aggregate amount of impairment in the value of investments			-	-	-

6.1 Tata Capital Preference Shares are Fully Paid-up Non-Convertible Cumulative Redeemable Non-Participating Preference Shares ("CRPS"). The CRPS shall carry a preferential right with respect to

i. Payment of dividend calculated at a fixed rate at 7.5 % p.a. on Face Value.

ii. Repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium.

6.2 The quoted investments are carried at fair value, which is its quoted price as on the date of Balance Sheet.

6.3 The Consolidated Financial Statements of Aptech Ventures Limited ("AVL") includes Financial Statements of its wholly owned and controlled subsidiary Aptech Investment Enhancers Limited ("AIEL"). AIEL has acquired 19.50% as long term investments and 2.91% as short term investments, 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 aggregate holding is 22.41%. Although the Company has a Board representation, considering its non participation in the financial and operational decision making process, management is of the considered view that the Company has no influence in BJBC Decission making Processes.

In the absence of availability of its audited financial statements to its investors, for last about four years, (though appropriate petitions in jurisdictional court of Cayman Islands have been filed and favourable orders have been obtained), the investments considered at cost is, an appropriate estimate of fair value, in accordance with Annexure B on Application Guidance para B5.2.3 to Ind AS 109 "Financial Instruments".

7. Loans: Non-current

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, Considered Good			
Security Deposits	126.35	92.34	64.43
Loans and Advances to Related Parties (Refer Note 7.1)	-	1,536.03	1,302.78
Loans and Advances to Employees	31.44	38.82	37.19
Total	**157.79**	**1,667.19**	**1,404.40**

7.1 During the Year The Group have recovered its unsecured advances to Asian Institute of Communication & Research ("AICAR") which was ₹ 1536.03 lakhs in the previous year.

8. Other Financial Assets: Non-current

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Bank Deposits (With Original Maturity more than twelve months)	102.04	102.04	-
Total	**102.04**	**102.04**	**-**

9. Other Non-current Assets

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital Advance	7.00	13.77	5.80
Prepaid Expenses	12.84	13.22	18.44
Current Tax Assets (Net) (Refer Note 9.1)	528.57	404.88	573.55
Total	**548.41**	**431.87**	**597.79**

9.1. Current Tax Assets (Net)

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Opening Balance	404.88	573.55	447.65
Additions during the year	823.76	158.12	403.42
Less: Current Tax Expenses	700.07	326.79	277.52
Total	**528.57**	**404.88**	**573.55**

10. Inventories

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Education and Training Materials (Stock-in-Trade)	72.96	98.63	128.01
Film Under Production	-	-	80.26
Total	**72.96**	**98.63**	**208.27**

10.1 The Cost of Inventories recognised as an expenses includes ₹ 24.05 lakhs (Previous Year ₹ 104.25 lakhs) in respect of write down of Inventory to net realisable value. There has been no reversal of such write down in current and previous year.

11. Investments: Current

Particulars	Face Value of Bond	As at March 31, 2018		As at March 31, 2017	As at April 1, 2016
	Amount in ₹	No of Units	₹ in lakhs	₹ in lakhs	₹ in lakhs
Investments Mandatorily measured at Fair Value Through Profit and Loss					
Investments in Tax Free Bonds					
Quoted					
Rural Electrification Tax Free Bond-Series-2A-2028	1,000	-	-	602.27	-
IRFC Tax Free Bond Series 89 Option II-2028-8.46%	10,00,000	12	150.88	588.60	-
NHB Tax Free Bond Series V-2018@8.46%	10,00,000	50	599.91	612.49	-
Total Current Investments			**750.79**	**1,803.36**	**-**
Aggregate amount of quoted investments and market value thereof			750.79	1,803.36	-
Aggregate amount of unquoted investments			-	-	-
Aggregate amount of impairment in the value of investments			-	-	-

12. Trade Receivables

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, Considered Good			
Trade Receivables	7,254.41	5,055.22	4,378.90
Less: Provision for Expected Credit Loss (Refer Note 12.2)	1,249.38	872.79	768.22
Total	**6,005.03**	**4,182.43**	**3,610.68**

12.1 Balances of Trade Receivables are subject to confirmation and reconciliation and generally non interest bearing .

12.2 In determining the allowances for trade receivables the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. The Group estimates mostly the following matrix at the reporting date.

Particulars	Ageing			
	1-90 days	91-180 days	181-365 days	More than 365 days
Default Rate*	1%	2.50%	5%	20%

* In case of probability of non-collection, default rate is 100%

Movement in the Expected Credit Loss Allowance:

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at the beginning of the year	872.79	768.22
Allowance for Expected Credit Loss	685.57	540.23
Less : Written off during the year	308.98	435.66
Balance at the end of the year	**1,249.38**	**872.79**

13. Cash and Cash Equivalents

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Cash in Hand	9.42	5.43	0.67
Balance with Banks in			
Current Accounts	866.57	632.81	568.03
Bank Deposits (With Original Maturity less than three months)	-	199.00	248.00
EEFC Accounts	455.06	517.47	40.19
Total	**1,331.05**	**1,354.71**	**856.89**

14. Other Bank Balances

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Earmarked Balances (Unpaid Dividend)	176.38	162.96	164.92
Bank Deposits (With Original Maturity more than three months but less than twelve months)	2,843.38	1,376.99	2,260.30
Total	**3,019.76**	**1,539.95**	**2,425.22**

14.1 Cash at banks earns interest at floating rates based on time deposit rates. Short-term deposits are made for varying periods of between three months and twelve months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.The deposits maintained by the Group with banks comprises time deposits, which can be withdrawn by the Group at any point without prior notice or penalty on the principal.

14.2 Bank deposits as at March 31,2018 and March 31,2017 include restricted balances of ₹2045.42 lakhs and ₹868.28 lakhs respectively.The restriction are primarily on account of cash and bank balances held as margin money deposits against guarantees and overdraft facility.

14.3 As at March 31, 2018, the Group has available ₹ 927.63 lakhs (March 31, 2017: ₹ 1763.50 lakhs, April 1, 2016: ₹ 4,698.30 lakhs) of undrawn committed borrowing facilities.

14.4 There is no repatriation restriction with regard to Cash and Cash Equivalents as at the end of the reporting period and in earlier periods.

15. Loans: Current

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, Considered Good			
Loans and Advances to employees	84.75	21.27	27.37
Security Deposits			
Earnest Money Deposits	122.79	153.51	78.95
Other Deposits	258.94	301.54	296.15
Total	**466.48**	**476.32**	**402.47**

16. Other Financial Assets: Current

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unbilled Revenue (Refer Note 16.1)	1,287.12	545.91	721.29
Interest Receivable	67.36	43.33	37.72
Total	**1,354.48**	**589.24**	**759.01**

16.1 Unbilled Revenue is revenue that is yet to be invoiced for services already delivered. The efforts have been expended (and therefore the revenue has been recognized) and yet, no invoice has been raised. While this could happen due to several reasons, the most common one is the customer delay in acceptance of the deliverables.

17. Other Current Assets

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advance to Suppliers	128.57	130.71	77.90
Prepaid Gratuity	17.58	-	3.63
Prepaid Expenses	169.57	160.03	101.80
Balances with Government Authorities (Refer Note 17.1)	257.00	153.48	143.82
Total	**572.72**	**444.22**	**327.15**

17.1 Includes Input Tax Credit of GST, Service Tax claimed in Trans 1 and VAT.

18. Equity Share Capital

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Authorised Equity Share Capital			
6,00,00,000 (2017: 6,00,00,000, 2016: 6,00,00,000) equity shares of ₹ 10 each	6,000.00	6,000.00	6,000.00
Issued, Subscribed and Paid up			
3,98,93,560 (2017: 3,98,93,560, 2016: 3,98,93,560) equity shares of ₹ 10 each	3,989.36	3,989.36	3,989.36
Total	**3,989.36**	**3,989.36**	**3,989.36**

Movements in Equity Share Capital

Authorised Share Capital

Particulars	No. of shares	₹ in lakhs
As at April 1, 2016	**6,00,00,000**	**6,000.00**
Increase/(Decrease) during the year	-	-
As at March 31, 2017	**6,00,00,000**	**6,000.00**
Increase/(Decrease) during the year	-	-
As at March 31, 2018	**6,00,00,000**	**6,000.00**

Issued, Subscribed and Paid up

Particulars	No. of shares	₹ in lakhs
As at April 1, 2016	**3,98,93,560**	**3,989.36**
Changes during the year	-	-
As at March 31, 2017	**3,98,93,560**	**3,989.36**
Changes during the year	-	-
As at March 31, 2018	**3,98,93,560**	**3,989.36**

18.1 Out of the shares outstanding, 11,271 Equity Shares (11,271 as on March 31,2017 and 11,271 as on April 1, 2016) of ₹10 each fully paid up are represented by 22,542 (22,542 as on March 31,2017 and 22,542 as on March 31, 2016) Global Depository Receipts (GDRs) of USD 7.175 each.

Terms and rights attached to equity shares

i. Equity shares have a par value of ₹ 10. They entitle the holder to participate in dividends, and to share in the proceeds of winding up of the Company in proportion to the number of and amounts paid on the shares held after distribution of all preferential amounts.

ii. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

iii. The Company declares and pays dividend in Indian Rupees and Foreign Currency. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend.

Details of shareholders holding more than 5% of shares

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	% of Holding	Number of shares	% of Holding	Number of shares	% of Holding
Rare Equity Pvt. Ltd.	84,43,472	21.17	84,43,472	21.17	84,43,472	21.17
Rakesh Jhunjhunwala	50,19,100	12.58	50,19,100	12.58	43,19,100	10.83
Rekha Jhunjhunwala	45,74,740	11.47	45,74,740	11.47	40,46,001	10.14

Details of Share reserved for issue under Option Outstanding at the end of the year

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
Equity Shares reserved for ESOP *	19,50,213	195.02	19,01,264	190.13	-	-

* For terms of ESOP, Refer Note 30

19. Other Equity

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Securities Premium Account	8,977.20	8,977.20	8,977.20
Capital Redemption Reserve	1,774.59	1,774.59	1,774.59
Share Options Outstanding Account			
Opening Balance	580.53	-	-
Current Year Provision	1,227.36	580.53	-
Closing Balance	1,807.89	580.53	-
General Reserves	624.98	624.98	624.98
Foreign Currency Translation Reserve			
Opening balance	-	0.33	0.33
Charge to Profit and Loss	-	(0.33)	-
Closing Balance	-	-	0.33
Retained Earnings	10,787.43	8,997.10	7,140.60
Effective Portion of Cash Flow Hedges			
Opening balance	-	6.72	6.72
Charge to Profit and Loss	-	(6.72)	-
Closing Balance	-	-	6.72
Equity Instruments through Other Comprehensive Income			
Opening balance	(201.24)	(216.78)	(216.78)
Gain /(Loss) on Fair Valuation of Equity Instruments	162.58	15.54	-
Closing Balance	(38.66)	(201.24)	(216.78)
Total	**23,933.42**	**20,753.16**	**18,307.64**

Securities Premium Account

The Securities Premium account is used to record the premium on issue of shares. The Reserve is to be utilised in accordance with the provisions of the Companies Act, 2013.

Capital Redemption Reserve

The Capital Redemption Reserve is created by transfering Nominal Value of the Owned Equity shares purchased out of Free Reserves or Securities Premium account. The Reserve is to be utilised in accordance with the provisions of the Companies Act, 2013.

Share Options Outstanding Account

The Share Option Outstanding account is used to recognise the grant date Fair value of option issued to employees under the Aptech ESOP 2016 scheme. In accordance with the Securities and Exchange Board of India (Share based Employee Benefit) Regulations, 2014 ('SEBI Regulations'), approval of shareholders of the Company was obtained at the Annual General Meeting held on 27th September 2016 to create, offer and grant upto 44,32,620 options under the Aptech ESOP 2016 scheme to the employees of the Company and its subsidiaries. These options will vest in 3rd, 4th and 5th year based on the tenure of eligible employees and performance criteria.

General Reserves

The General Reserve is created from time to time on transfer of profits from Retained Earnings. General Reserve is created by transfer from one component of Equity to another and is not an item of Other Comprehensive Income, items included in General Reserve will not be reclassified subsequently to Profit and Loss.

Retained earnings

The portion of profits not distributed among the shareholders but retained and used in business are termed as retained earnings.

The amount of per share dividend recognised as distributions to equity shareholders for the year ended March 31, 2018 and year ended March 31, 2017 was ₹ 3.50 and ₹ 3.00 respectively. The Board of Directors at its meeting held on May 30, 2018 have recommended a Interim dividend of 35% (₹ 3.50 per Equity Share of par value ₹ 10 each) which would result in a cash outflow of ₹ 1,683.28, inclusive of Dividend Distribution tax for the year ended March 31, 2018. The Board of Directors at its meeting held on May 24, 2017 had recommended an interim dividend of 30% (₹ 3.00 per Equity Share of par value ₹ 10 each) which was resulted in a cash outflow of ₹ 1,440.45 lakhs, inclusive of Dividend Distribution Tax for the year ended March 31, 2017.

Effective Portion of Cash Flow Hedges

The Cash Flow Hedging Reserve represents the cumulative effective portion of gains or losses arising on changes in Fair Value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to Profit or Loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedging item.

20. Provisions: Non-current

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Employee Benefit Obligations (Refer Note 21)			
Gratuity	12.84	22.25	-
Compensated Leave Absenses	214.54	183.96	183.46
Total	**227.38**	**206.21**	**183.46**

21. Employee Benefit Obligations

(₹ in lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Current	Non Current	Current	Non Current	Current	Non Current
Gratuity (Funded)	-	12.84	34.29	22.25		-
Compensated Leave Absences (Unfunded)	41.31	214.54	64.46	183.96	45.53	183.46
Total	**41.31**	**227.38**	**98.75**	**206.21**	**45.53**	**183.46**

i. Leave Obligations

The leave obligations cover the Company's liability for sick and earned leave. The amount of the provision of ₹ 41.31 lakhs (March 31, 2017 ₹ 64.46 lakhs, April 1, 2016 ₹ 45.53 lakhs) is presented as current, since the group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

ii. Post-Employment Obligations

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately multiplied for the number of years of service as per the Scheme .

iii. Defined Contribution Plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. Amount recognized as an expense during the period towards defined contribution plan is ₹ 311.00 lakhs (March 31, 2017 ₹ 272.15 lakhs).

Balance sheet amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the Net Defined Benefits Obligations over the year are as follows:

(₹ in lakhs)

Particulars	As at March 31, 2018			As at March 31, 2017		
	Present Value of Obligation	Fair Value of Plan Assets	Net Amount	Present Value of Obligation	Fair Value of Plan Assets	Net Amount
As at April 1	**672.72**	**(616.18)**	**56.54**	**565.71**	**(569.34)**	**(3.63)**
Interest Expense/(Income)	48.71	(44.73)	3.98	45.10	(45.40)	(0.30)
Current Service Cost	67.02	-	67.02	57.31	-	57.31
Total Amount recognized in Profit and Loss	**115.73**	**(44.73)**	**71.00**	**102.41**	**(45.40)**	**57.01**
Return on Plan Assets, excluding amounts included in interest	-	11.59	11.59	-	2.58	2.58
Remeasurements						-
(Gain)/Loss from change in financial assumptions	(34.18)	-	(34.18)	35.98	-	35.98
Experience (gains)/losses	103.05	-	103.05	59.60	-	59.60
Total amount recognised in Other Comprehensive Income	**68.87**	**11.59**	**80.46**	**95.58**	**2.58**	**98.16**
Employer Contributions	-	(211.00)	(211.00)	-	(95.00)	(95.00)
Benefit Payments	(177.69)	175.93	(1.76)	(90.98)	90.98	-
As at March 31	**679.63**	**(684.41)**	**(4.76)**	**672.72**	**(616.18)**	**56.54**

iv. Category of Assets

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Insurance Fund	684.41	616.18	569.34
Total	**684.41**	**616.18**	**569.34**

v. Post-Employment Benefits (Gratuity)

The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Discount rate	7.88%	7.26%	7.80%
Attrition rate			
For ages 29 years and below	10.00%	10.00%	10.00%
For ages 30 years to 39 years	8.00%	8.00%	8.00%
For ages 40 years to 49 years	4.00%	4.00%	4.00%
For ages 50 years and above	1.00%	1.00%	1.00%
Salary escalation rate	5.75%	5.75%	5.75%

Sensitivity Analysis (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Projected Benefits Obligation on Current Assumptions	679.65	670.97
Delta Effect of +1% Change in Rate of Discounting	(51.02)	(78.99)
Delta Effect of -1% Change in Rate of Discounting	58.39	28.41
Delta Effect of +1% Change in Rate of Salary Increase	59.05	28.71
Delta Effect of -1% Change in Rate of Salary Increase	(52.43)	(80.10)
Delta Effect of +1% Change in Rate of Employee Turnover	7.39	(23.35)
Delta Effect of -1% Change in Rate of Employee Turnover	(8.37)	(35.45)

Additional Details

Methodology Adopted for Assured Life Mortality (ALM)	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count.
	This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.

vi. Maturity Analysis of Projected Benefits Obligation: From the Fund

Maturity Analysis of Projected Benefits Obligation is done considering future salary, attrition & death in respective year for members.

(₹ in lakhs)

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
As at March 31, 2018					
Defined Benefits obligation (Gratuity)	76.60	25.78	152.00	1,571.08	1,825.47
As at March 31, 2017					
Defined Benefits obligation (Gratuity)	110.21	28.40	116.20	301.76	556.56

Risk exposure and Asset Liability Matching

Provision of a defined benefit scheme poses certain risks, some of which are detailed hereunder, as companies take on uncertain long term obligations to make future benefit payments.

1. Liability Risks

a. Asset-liability Mismatch Risk -

Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the Company is successfully able to neutralize valuation swings caused by interest rate movements. Hence companies are encouraged to adopt asset-liability management.

b. Discount Rate Risk -

Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practice can have a significant impact on the defined benefit liabilities.

c. Future Salary Escalation and Inflation Risk -

Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

2. **Unfunded Plan Risk**

This represents unmanaged risk and a growing liability. There is an inherent risk here that the Company may default on paying the benefits in adverse circumstances, Funding the plan removes volatility in Company's financials and also benefit risk through return on the funds made available for the plan.

Note:

The obligation of Leave Encashment is provided for on actuarial valuation by an independent valuer and the same is unfunded. The amount recognised in the Statement of Profit and Loss for the year is ₹ 106.21 lakhs (₹ 82.47 lakhs).

22. Trade Payables

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total Outstanding dues of Micro, Small and Medium-sized Enterprises (SME)	-	-	-
Total Outstanding dues Other than SMEs (Refer Note 22.1)	1,637.40	1,392.74	1,175.83
Total	**1,637.40**	**1,392.74**	**1,175.83**

22.1 Balances of Trade payables are subject to confirmation and reconciliation. Trade Payables other than SMEs are non-interest bearing and are normally settled as per the terms.

23. Other Financial Liabilities: Current

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital Creditors	88.79	93.60	65.96
Liability for Expenses	1,131.09	961.98	1,375.95
Security Deposits	181.79	165.74	158.58
Total	**1,401.67**	**1,221.32**	**1,600.49**

24. Provisions: Current

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Employee Benefit Obligation (Refer Note 21)			
Gratuity	-	34.29	-
Compensated Leave Absences	41.31	64.46	45.53
Total	**41.31**	**98.75**	**45.53**

25. Other Current Liabilities

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advance Received from Customers	163.21	134.74	259.68
Unearned Revenue (Refer Note 25.1)	381.65	364.09	206.05
Statutory dues Payable	404.78	280.76	250.14
Unclaimed Dividends	176.38	162.96	164.92
Other Liabilities	20.50	9.09	27.18
Total	**1,146.52**	**951.64**	**907.97**

25.1 Unearned Revenue is invoice raised in advance for services yet to be delivered. In other words, the underlying services are yet to be given. Unearned revenue is the opposite of Unbilled Revenue.

26. Revenue from Operations

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Sales and Service		
From Training and Education	15,699.38	15,221.45
From Assessment Solutions Services	7,214.85	5,996.77
Total	**22,914.23**	**21,218.22**

27. Other Income (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest Income		
On Deposit with Banks	141.83	217.00
On Employee Loans	4.84	38.26
On Others	29.10	59.45
On Financial Assets Mandatorily measured at Fair Value Through Profit and Loss	42.70	-
On Financial Assets Mandatorily measured at Amortised Cost	95.92	0.16
Net Gain on Investments Mandatorily measured at Fair Value Through Profit and Loss	17.59	-
Net Gain on Sale of Bonds Mandatorily measured at Fair Value Through Profit and Loss	2.87	-
Reversal of Liabilities	174.89	114.79
Net Gain on Sale of Property, Plant and Equipment	-	4.83
Miscellaneous Income	3.15	0.78
Total	**512.89**	**435.27**

28. Changes in Inventories of Stock-in-Trade (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Opening Stock		
Traded Goods	98.63	208.27
Less : Closing Stock		
Traded Goods	72.96	98.63
Total	**25.67**	**109.64**

29. Employee Benefits Expense (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Salaries, Incentives and Allowances	6,079.32	4,727.91
Staff Welfare Expenses	144.28	129.12
Contribution to Provident and Other Funds	311.00	272.15
Compensated Leave Absences	106.21	82.47
Gratuity Expenses	63.13	52.97
Total	**6,703.94**	**5,264.62**

29.1 Gratuity Expenses are after capitalising the sum of ₹ 7.87 lakhs (₹ 2.28 lakhs) to Contents.

29.2 The above includes Managerial Remuneration to Managing Director ('MD') and Wholetime Director ('WTD') as disclosed hereunder;

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Salaries, Incentive and Allowances	401.24	361.94
Contribution to Provident and Other Funds	19.00	18.35
Total	**420.24**	**380.29**

Liability for Gratuity and Leave Encashment at the end of the tenure has not been considered for calculation of Managerial Remuneration as per section IV of schedule V of Companies Act 2013.

Application made to the Central Government for waiver of excess remuneration paid in excess of the limit prescribed under sections 197 and 198 read with Schedule-V of the Companies Act, 2013 to the erstwhile Managing Director for the financial year 2015-16 which remained pending with the Government, stands abated as provided under the Companies (Amendment) Act, 2017. The Company shall obtain the approval for waiver of excess remuneration from the shareholders at the ensuing annual general meeting. Based on the approval by the Central Government for the financial Year 2014-15, the Company is in process of recovering the excess remuneration of ₹ 73.92 Lakhs paid to the then Managing Director.

The remuneration provided and paid to the Managing Director during the Financial Year 2017-18 is in excess of the limit prescribed under sections 197 and 198 read with Schedule-V of the Companies Act, 2013 for which the Company will seek waiver at the ensuing Annual General Meeting, till such time the excess remuneration paid is held by the Managing Director in trust for the Company.

30. Share-Based Payments

Employee Option Scheme :

The Members of the Company at its Annual General Meeting held on 27th September, 2016 approved the Aptech Employee Stock Option Scheme 2016 ("the Scheme"). The Employee Stock Option Scheme 2016 is designed to provide incentives to eligible directors and employees of the Company and its subsidiaries, the details of which are given here under:

i. Details of Option Granted and date of Option Granted :

Tranche	Grant Date	No. of Option Granted
I	27-Sep-16	35,91,020
II	19-Oct-16	1,31,620
III	24-Jan-17	4,56,250
IV	24-May-17	32,000
V	31-Jul-17	30,000
VI	09-Nov-17	1,07,730
VII	07-Feb-18	71,000
Total No of Share Granted		**44,19,620**
Grant Price (per share)		67.00
Graded Vesting Scheme	Options granted shall vest in various tranches ie. 30% of the options granted shall vest in the third year, 30% of the options granted shall vest in the fourth year and balance 40% of the options granted shall vest in the fifth year	
Maximum Exercise Period	7 years from the date of grant	

ii. Set out below is a summary of Options Granted under the Scheme:

Particulars	As at March 31, 2018		As at March 31, 2017	
	Average exercise price per share option	Number of units	Average exercise price per share option	Number of units
Opening Balance	67.00	43,58,530	-	-
Granted during the year	67.00	2,44,730	67.00	43,58,530
Exercised during the year		-	-	-
Lapsed during the year	67.00	1,83,640	-	-
Forfeited during the year		-	-	-
Closing Balance	67.00	44,19,620	67.00	43,58,530
Vested and Exercisable		-	-	-

iii. Share options outstanding at the end of the year with expiry date:

Date of Grant	Exercise Date		Vesting Dates	
27-Sep-16	26-Sep-19	25-Sep-20	25-Sep-21	25-Sep-22
19-Oct-16	18-Oct-19	17-Oct-20	17-Oct-21	17-Oct-22
24-Jan-17	23-Jan-20	22-Jan-21	22-Jan-22	22-Jan-23
24-May-17	23-May-20	22-May-21	22-May-22	22-May-23
31-Jul-17	30-Jul-20	29-Jul-21	29-Jul-22	29-Jul-23
09-Nov-17	08-Nov-20	07-Nov-21	07-Nov-22	07-Nov-23
07-Feb-18	06-Feb-21	05-Feb-22	05-Feb-23	05-Feb-24

iv. Fair Value of Options Granted under the scheme:

Date of Grant	Option fair valuation (in ₹)	Exercise Price (in ₹)
27-Sep-16	176.55	67.00
19-Oct-16	186.17	67.00
24-Jan-17	202.56	67.00
24-May-17	194.29	67.00
31-Jul-17	207.94	67.00
09-Nov-17	324.18	67.00
07-Feb-18	262.04	67.00

The fair value at grant date is determined by a valuer using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

v. The fair value of each option is estimated on the date of grant based on the following assumptions :

Particulars	Grant Date	Volatility *	Risk Free rate	Dividend Yield	Life of the Option
Tranche - I	27-Sep-16	0.43	6.95	1.22	4.5
Tranche - II	19-Oct-16	0.43	6.83	1.15	4.5
Tranche - III	24-Jan-17	0.45	6.60	1.05	4.5
Tranche - IV	24-May-17	0.46	6.93	1.62	4.5
Tranche - V	31-Jul-17	0.46	6.66	1.96	4.5
Tranche - VI	9-Nov-17	0.47	6.84	0.94	4.5
Tranche - VII	7-Feb-18	0.47	7.53	1.18	4.5

* Historical Volatility of the Equity Shares of the Company over the relevant previous 4.5 years

vi. Expense arising from Share-Based Payment Transactions (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
ESOP Compensation Cost (Net)	1,227.36	580.53
Total	**1,227.36**	**580.53**

31. Finance Costs (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest Expense:		
Working Capital Demand Loans Facility	5.97	3.97
Commitment and Finance Charges	0.07	0.14
Total	**6.04**	**4.11**

32. Other Expenses

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Education,Training Expenses and Course Materials	283.01	330.26
Course Execution Charges	6,143.35	7,294.31
Advertisement Expenses	1,365.19	1,101.43
Electricity Charges	154.58	123.70
Rental Charges (Refer Note 42.2)	760.74	682.55
Repairs and Maintenance		
Plant and Machinery	26.32	49.57
Buildings	4.90	1.13
Others	113.45	88.81
Travelling and Conveyance	754.84	583.04
Communication Expenses	235.29	188.84
Rates and Taxes	32.30	31.70
Insurance	17.33	21.05
Safety and Security	269.85	193.33
Legal and Professional Fees	385.99	244.07
Loss on Exchange Fluctuation (Net)	33.50	223.49
Printing and Stationery	73.28	45.74
Director's Commission	16.00	15.50
Director's Sitting Fees	17.80	17.20
Payment to Auditors		
Statutory Audit	28.52	32.58
Tax Audit	7.50	7.50
Limited Review	10.65	10.65
Certification		
Tax Advisory	0.62	0.62
Company Law Matters	0.20	0.20
Other Services	1.60	2.10
Out of Pocket Expense	2.73	1.75
Corporate Social Responsibility Expenditure (Refer Note 32.1)	33.78	16.85
Stock Write off	24.05	104.25
Bad Debts/ Advances Written off	174.34	33.66
Allowance for Expected Credit Loss	685.58	467.01
Miscellaneous Expenses	286.51	242.98
Total	**11,944.00**	**12,155.87**

32.1 Corporate Social Responsibility Expenditure (CSR)

(₹ in lakhs)

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
A.	Gross amount required to be spent by the Company	35.82	45.26
B.	Amount spent and paid on CSR activities included in the Statement of Profit and Loss for the year	-	-
	For Any Other Purpose	33.78	16.85

The Company has constituted a CSR committee as required under Section 135 of the Act, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). The Company has formulated the CSR policy and has identified the CSR intiatives as also methodology for spending the same to ensure appropriate end use of funds so spent.

33. Exceptional Item (Net) (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Disposal of Assets (Refer Note 33.1)	1,556.15	-
Total	**1,556.15**	**-**

33.1 During the period ended March 31, 2018 Exceptional items pertain to Profit on sale of Immovable properties of ₹ 1,742.38 lakhs and expenses/ loss of ₹ 186.23 lakhs in connection therewith, resulting in net gain of ₹ 1,556.15 lakhs.

34. Taxation

(a) Income Tax Expense (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Current Tax		
Current Tax on Profit for the Year	700.07	326.79
Total Current Tax Expenses	**700.07**	**326.79**
Deferred Tax		
Decrease /(Increase) in Deferred Tax Assets	(353.04)	-
Increase / (Decrease) in Deferred Tax Liabilities	-	-
Total Deferred Tax Expenses/(Benefits)	**(353.04)**	**-**
Income Tax Expense	**347.03**	**326.79**
Income Tax Expense Charged/(Credited) to :		
Profit and Loss account		
Current Tax Expenses	724.08	351.06
Deferred Tax Expenses	(353.04)	-
	371.04	**351.06**
Other Comprehensive Income		
Items that will not be reclassified to Profit and Loss		
Current Tax Expenses		
Loss on Remeasurement of Defined Benefit Plan	(24.01)	(24.27)
	(24.01)	**(24.27)**
Total	**347.03**	**326.79**

(b) Reconciliation of Tax Expense and Accounting Profit multiplied by tax rate applicable in India: (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Profit from Operations before Income Tax Expense	3,658.27	2,281.45
India Tax rate	34.61%	34.61%
Tax on Accounting Profit	**1,266.13**	**789.61**
Tax on Income Exempt From Tax:		
Dividend Income	(47.92)	-
Tax on Expenses not Tax Deductible:		
CSR Expenses	11.69	5.83
Expenses in Relation To Exempt Income	1.68	0.42
Other Items	1.22	0.26
Income subject to different tax rates		(16.93)
Excess of Accounting Profit over Taxable Profits for Capital Gains	(93.51)	-
Effect of different tax rate on Deferred Tax	39.32	-
Effect of previously unrecognised Unabsorbed Depreciation and losses used to reduce Tax Expense	(1,064.61)	(542.04)
Entitlement of Unrecognised MAT Credit arising in the Current year	531.39	233.06

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Effect of previously unrecognised deferred tax asset now recognised	(234.90)	(2.37)
Temporary differences & reversals thereof on which no deferred tax is recognised	(6.09)	(122.80)
Excess tax provision	10.36	16.20
Effect of lower tax in AGLSM SDN BHD, Malaysia	(25.51)	(29.36)
Effect of lower tax in Aptech Worldwide Corporation	-	(0.57)
Effect of differential Tax rate in Attest Testing Services Limited	(2.07)	(5.58)
Effect of differential Tax rate in Maya Entertainment Limited	-	(8.41)
Effect of Profit/ (Loss) not taxable in foreign country	(16.15)	33.75
Income tax expense	**371.04**	**351.06**
Effective tax rate	**10.14%**	**15.39%**

(c) Deferred Tax Asset (Net)

The Balance Comprises Temporary Differences Attributable to : (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Deferred Tax Asset:			
Gratuity	6.15	-	-
Leave Encashment	85.33	-	-
Property, Plant, Equipment and Intangible Assets	61.53	-	-
Mat Credit Entitlement	1,354.83	1,354.83	1,354.83
	1,507.84	**1,354.83**	**1,354.83**
Other Items:			
Allowances of Expected Credit Loss on Trade Receivable	333.96	133.93	133.93
	333.96	**133.93**	**133.93**
Total Deferred Tax Assets	**1,841.80**	**1,488.76**	**1,488.76**
Deferred Tax Liability:			
Property, Plant, Equipment and Intangible Assets	-	-	-
Financial Assets at Fair Value Through Profit and Loss	-	-	-
Others	-	-	-
Total Deferred Tax Liabilities	-	-	-
Net Deferred Tax Assets	**1,841.80**	**1,488.76**	**1,488.76**

Movement in Deferred Tax Assets (₹ in lakhs)

Particulars	Property, Plant, Equipment and Intangible Assets	Defined Benefits Obligations	MAT Credit Entitlement	Other Items	Total Deferred Tax Assets
As at April 1, 2016	**-**	**-**	**1,354.83**	**133.93**	**1,488.76**
(Charged)/credited :					
To Profit and Loss	-	-	-	-	-
To Other Comprehensive Income	-	-	-	-	-
As at March 31, 2017	**-**	**-**	**1,354.83**	**133.93**	**1,488.76**
(Charged)/credited :					
To Profit and Loss	61.53	91.48	-	200.03	353.04
To Other Comprehensive Income	-	-	-	-	-
As at March 31, 2018	**61.53**	**91.48**	**1,354.83**	**333.96**	**1,841.80**

Movement in Deferred Tax Liabilities

(₹ in lakhs)

Particulars	Property, Plant, Equipment and Intangible Assets	Financial assets at Fair Value through Profit and Loss	Total Deferred Tax Liabilities
As at April 1, 2016	**-**	**-**	**-**
(Charged)/credited :			
To Profit and Loss	-	-	-
To Other Comprehensive Income	-	-	-
As at March 31, 2017	**-**	**-**	**-**
(Charged)/credited :			
To Profit and Loss	-	-	-
To Other Comprehensive Income	-	-	-
As at March 31, 2018	**-**	**-**	**-**

Under the Indian Income Tax Act, 1961, Aptech Limited is liable to pay Minimum Alternate Tax. MAT paid can be carried forward for a period of 15 years and can be set off against the future tax liabilities. MAT is recognised as a deferred tax asset only when the asset can be measured reliably and it is probable that the future economic Benefits associated with the asset will be realised. Accordingly, Aptech Limited has recognised a deferred tax asset of ₹ 1,354.83 lakhs and has not recognised deferred tax assets in respect of tax credit entitlement amounting to ₹ 3,077.00 lakhs as at March 31, 2018.

During the year Deferred Tax has not been recognised on following :

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Unused Tax Losses (Long Term Capital Loss) which expires in		
FY 2018-19	-	609.84
FY 2019-20	1,003.86	1,471.58
FY 2020-21	72.75	72.75
FY 2021-22	69.78	69.78
Total	**1,146.39**	**2,223.95**

35. Fair value measurement

Financial instruments by category

(₹ in lakhs)

Particulars	As at March 31, 2018			As at March 31, 2017			As at April 1, 2016		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets									
Investments									
Equity Instrument	-	11,039.78	0.67	-	10,877.87	0.67	-	10,862.33	0.67
Mutual Funds	2.50	-	-	2.38	-	-	2.28	-	-
Preference Shares	-	-	2,024.86	-	-	-	-	-	-
Bonds and Debentures	750.79	-	-	1,803.36	-	-	-	-	-
Trade and Other Receivables	-	-	6,005.03	-	-	4,182.43	-	-	3,610.68
Loans	-	-	624.26	-	-	2,143.51	-	-	-
Other Non-current Financial Assets	-	-	102.04	-	-	102.04	-	-	1,404.40
Cash and Cash Equivalents	-	-	1,331.05	-	-	1,354.71	-	-	856.89
Other Bank Balance	-	-	3,019.76	-	-	1,539.95	-	-	2,425.22
Other Current Financial Assets	-	-	1,354.48	-	-	589.24	-	-	759.01
Total Financial Assets	**753.29**	**11,039.78**	**14,462.15**	**1,805.74**	**10,877.87**	**9,912.55**	**2.28**	**10,862.33**	**9,459.34**
Financial Liabilities									
Trade Payables	-	-	1,637.40	-	-	1,392.74	-	-	1,175.83
Other Financial Liabilities	-	-	1,401.67	-	-	1,221.32	-	-	1,600.49
Total Financial Liabilities	**-**	**-**	**3,039.07**	**-**	**-**	**2,614.06**	**-**	**-**	**2,776.32**

Fair value of Financial Assets and Financial Liabilities measured at amortised cost:

i. Financial Assets measured at amortised cost:

The Carrying amounts of Trade and Other Receivables and Cash and Cash equivalents are considered to be the same as their fair values, due to their short term nature. The Carrying amounts of loans are considered to be close to their fair values.

ii. Financial Liabilities measured at amortised cost:

The Carrying amount of Trade and Other Payables are considered to be the same as their fair vales due to their short term nature.

Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at Fair Value Through (₹ in lakhs)

As at March 31, 2018	Profit and Loss			Other Comprehensive Income			
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Total
Financial assets							
Investments in mutual funds	2.50	-	-	-	-	-	**2.50**
Bonds and Debentures	750.79					-	**750.79**
Equity Instruments	-	-	-	-	-	11,039.78	**11,039.78**
Total	**753.29**	**-**	**-**	**-**	**-**	**11,039.78**	**11,793.07**

(₹ in lakhs)

As at March 31, 2017	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Total
Financial assets							
Investments in mutual funds	2.38	-	-	-	-	-	**2.38**
Bonds and Debentures	1,803.36	-	-	-	-	-	**1,803.36**
Equity Instruments	-	-	-	-	0.41	10,877.46	**10,877.87**
Total	**1,805.74**	**-**	**-**	**-**	**0.41**	**10,877.46**	**12,683.62**

(₹ in lakhs)

As at April 1, 2016	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Total
Financial assets							
Investments in mutual funds	2.28	-	-	-	-	-	**2.28**
Equity Instruments	-	-	-	-	0.41	10,861.92	**10,862.33**
Total	**2.28**	**-**	**-**	**-**	**0.41**	**10,861.92**	**10,864.61**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation techniques used to determine Fair Value

Specific Valuation Techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

The fair values of all financial instruments carried at amortised cost are not materially different from their carrying amounts since they are either short-term in nature or the interest rates applicable are equal to the current market rate of interest.

Details of assets considered under Level 3 classification (₹ in lakhs)

Particulars	Investments in Equity Instruments	
	Syntea Polland	Beijing Jadebird IT Education Company
Opening balance as on April 1, 2016	**48.46**	**10,813.21**
Gain/ (Loss) recognized in Other Comprehensive Income	15.54	-
Closing balance as on March 31, 2017	**64.00**	**10,813.21**
Gain/ (Loss) recognized in Other Comprehensive Income	162.58	-
Closing balance as on March 31, 2018	**226.57**	**10,813.21**

Item	Valuation technique	Significant unobservable inputs	As at March 31, 2018		As at March 31, 2017	
			Movement by	₹ in lakhs	Movement by	₹ in lakhs
Investment in Unquoted Equity Instruments						
Syntea Polland	Comparable Companies Multiples Method (CCM) Refer Note 35.1	Revenue multiple	0.10x	19.02	0.10x	7.44
Beijing Jadebird IT Education Company ("BJBC")	Refer Note 35.2	-	-	-	-	-

35.1 Comparable Companies Multiples Method (CCM): An approach that entails looking at market quoted price of comparable companies and converting that into the relevant multiples. The relevant mulitple after adjusting for factors like size, growth, profitability, etc is applied to the relevant financial parameter of the subject company.

35.2 As per para B5.2.3 of Annexure B on Application guidance to Ind AS 109 - Financial Instruments, "All Investments in equity instruments and contracts on those instruments must be measured at fair value. However, in limited circumstances, cost may be an appropriate estimate of fair value. That may be the case if insufficient more recent information is available to measure fair value, or if there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range." (Refer Note 6.3 for valuation of Investment in equity instrument of BJBC)

36. Financial Risk Management

The Company's activities expose it to business risk, interest rate risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance, the Company's risk management is carried out by a corporate treasury and corporate finance department under policies approved by the board of directors and top management. Company's treasury identifies, evaluates and mitigates financial risks in close cooperation with the Company's operating units. The board provides guidance for overall risk management, as well as policies covering specific areas.

The table below gives the summarised view of the financial risk managed by the Company :

Risk	Risk Exposure arising from	Measurement	Management of risk
Credit Risk	Cash and Cash Equivalents, Trade Receivables, Financial Assets measured at Amortised Cost.	Aging Analysis, Credit Ratings	Diversification of Bank Deposits, Credit Limits and Regular Monitoring.
Liquidity Risk	Borrowings and Other Liabilities	Rolling Cash Flow Forecasts	Availability of surplus Cash, Committed Credit Lines and Borrowing Facilities
Market risk – Foreign Exchange	Recognised Financial Assets and Liabilities not Denominated in Indian Rupee	Cash flow forecasting Sensitivity analysis	Regular monitoring to keep the Net Exposure at an acceptable level, with option of taking Forward Foreign Exchange contracts, if deemed, necessary.
Interest Risk	Investments in Mutual Funds/ Bonds	Credit Ratings	Portfolio Diversification and Regular Monitoring

A. Credit Risk

Credit risk is the risk of incurring a loss that may arise from a borrower or debtor failing to make required payments. Credit risk arises mainly from outstanding receivables, cash and cash equivalents, employee advances and securitydeposits. The Company manages and analyses the credit risk for each of its new clients before standard payment and delivery terms and conditions are offered. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through out each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive looking forward information such as:

i. Actual or expected significant adverse changes in business,
ii. Actual or expected significant changes in the operating results of the counterparty,

iii. Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,

iv. Significant changes in the value of the collateral supporting the obligation or in the quality of the thirdparty guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

The Company measures the expected credit loss of trade receivables and advances from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

B. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal requirements and maintaining debt financing plans.

Financing arrangements

The Company had access to bank overdraft facilities. These facilities may be drawn at any time and may be terminated by the bank without notice.

C. Market risk

Foreign currency risk

1. Foreign currency exposure

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency sales and purchases, primarily with respect to EUR, USD and MYR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR).

The risk is measured through a forecast of foreign currency sales and purchases for the Company's operations.

As of March 31, 2018, the Company's exposure to foreign currency risk, expressed in INR, is given in the table below. The amounts represent only the financial assets and liabilities that are denominated in currencies other than the functional currency of the Company.

(₹ in lakhs)

Particulars	As at March 31, 2018			As at March 31, 2017			As at April 1, 2016		
Financial assets	**EUR**	**USD**	**MYR**	**EUR**	**USD**	**MYR**	**EUR**	**USD**	**MYR**
Trade receivable	0.55	17.85	10.90	1.04	13.47	10.95	-	17.71	10.58
Less: Derivative instruments									
Sell future contract*	-	-	-	-	-	-	-	22.39	-
Net exposure to foreign currency risk (assets)	**0.55**	**17.85**	**10.90**	**1.04**	**13.47**	**10.95**	**-**	**(4.68)**	**10.58**
Financial liabilities	**EUR**	**USD**	**MYR**	**EUR**	**USD**	**MYR**	**EUR**	**USD**	**MYR**
Trade payable	0.09	0.50	0.73	0.21	0.12	1.22	0.12	1.32	1.07
Less: Derivative instruments									
Buy future contract*	-	-	-	-	-	-	-	-	-
Net exposure to foreign currency risk (liabilities)	**0.09**	**0.50**	**0.73**	**0.21**	**0.12**	**1.22**	**0.12**	**1.32**	**1.07**

* In accordance with Companies Risk Mitigating Policy, Company has undertaken Exchange Traded Futures (ETFs) as Cash Flow Hedge against the Future Cash Flows.

2. Foreign exchange sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments. The table below shows the sensitivity of profit or loss to a 5% change in foreign exchange rates.

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
USD Sensitivity		
Increase by 5%	2.5-2.75 %	4.5-5.5 %
Decrease by 5%	2.5-2.75 %	4.5-5.5 %

D. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

1. Exposure to interest rate risk

The Company's deposits & Investments are all at fixed rate and are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

2. Price risk Exposure

The Company's exposure to securities price risk arises from investments held in mutual funds/ Bonds and classified in the balance sheet at fair value through profit or loss. Since these Investments are primarily held in Government bonds its price risk arising from such investments is nil. Quotes of these investments are available from the fund houses.

Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

37. Capital Management

The Company's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide Returns for shareholders and Benefits for other stakeholders,
- Maintain an optimal capital structure to reduce the cost of capital.
- The capital of the Company consist of equity capital and accumulated profits.

38. Disclosure persuant to Ind AS on 'Operating Segment'

The Company's Managing director (MD) have been identified as the Chief Operating Decision Maker. He examines the performance of the Group on an entity level. The Group has only two reportable segment i.e. 'Retail' and ' Non Retail'. Thus the segment revenue, segment results, total carrying value of segment assets and segment liabilities, total costs incurred to acquire segment assets, total amount of charge of depreciation during the period are all reflected in the financial statements as at and for the Year ended March 31, 2018.

Segment information

(₹ in lakhs)

Particulars	Year ended March 31, 2018 Operating Segments				Year ended March 31, 2017 Operating Segments			
	Retail	**Non-retail**	**Unallocable**	**Total**	**Retail**	**Non-retail**	**Unallocable**	**Total**
Revenue								
Income from Segment	14,551.96	8,362.27	-	22,914.23	14,511.93	6,706.29	-	21,218.22
Results before Interest, Tax and Exceptional Items	4,673.51	1,045.75	(3,925.50)	1,793.76	3,724.36	1,433.38	(3,187.05)	1,970.70
Add: Interest income	-	-	314.40	314.40	13.45	35.94	265.47	314.86
Less: Interest Expenses and Finance Costs	0.06	0.01	5.97	6.04	0.08	0.01	4.02	4.11
Profit/(Loss) before Tax and Exceptional Items	**4,673.45**	**1,045.74**	**(3,617.06)**	**2,102.12**	**3,737.73**	**1,469.32**	**(2,925.60)**	**2,281.45**
Exceptional Items								
Disposal of Assets	-	-	1,556.15	1,556.15	-	-	-	-
Profit / (Loss) before Tax	**4,673.45**	**1,045.74**	**(2,060.92)**	**3,658.27**	**3,737.73**	**1,469.32**	**(2,925.61)**	**2,281.45**
Add /(Less) : Current Tax	-	-	(724.08)	(724.08)	-	-	(351.06)	(351.06)
: Deferred Tax	-	-	353.04	353.04	-	-	-	-
Profit / (Loss) after Tax	**4,673.45**	**1,045.74**	**(2,431.96)**	**3,287.23**	**3,737.73**	**1,469.32**	**(3,276.66)**	**1,930.39**

Particulars	Year ended March 31, 2018 Operating Segments				Year ended March 31, 2017 Operating Segments			
	Retail	Non-retail	Unallocable	Total	Retail	Non-retail	Unallocable	Total
Other Information								
Carrying amount of Segment Assets	4,590.26	5,131.66	22,655.14	32,377.06	3,954.09	3,268.77	21,390.33	28,613.18
Carrying amount of Segment Liabilities	2,019.91	1,415.20	1,019.16	4,454.27	1,849.18	1,302.23	719.25	3,870.66
Cost incurred to acquire Segment Property, Plant and Equipment and Other Intangible Assets during the year (net of intercompany)	403.46	538.50	26.13	968.09	601.02	435.49	423.41	1,459.92
Depreciation / Amortisation	653.08	250.21	223.07	1,126.36	695.58	148.77	228.28	1,072.62
Significant Non- cash expenses	565.22	293.13	1,229.19	2,087.54	427.36	73.31	580.53	1,081.20

Geographical (₹ in lakhs)

Particulars	As at March 31, 2018			As at March 31, 2017		
	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	19,596.37	30,988.72	968.09	15,957.58	27,320.38	1,459.92
Outside India	3,317.86	1,388.34	-	5,260.64	1,292.80	-
Total	**22,914.23**	**32,377.06**	**968.09**	**21,218.22**	**28,613.18**	**1,459.92**

A. Revenue contributed by any single customer in any of the operating segments, whether reportable or otherwise, does not exceed ten percent of the Group's total revenue.

B. The Group reportable segments are organised based on the type of customers offered by these segments

C. Basis of identifying operating segments, reportable segments, segment profit and definition of each reportable segment:

i. Basis of identifying operating segments: Operating segments are identified as those components of the Group

a. That engage in business activities to earn revenues and incur expenses (including transactions with any of the Company's other components);

b. Whose operating results are regularly reviewed by the Company's Executive Management to make decisions about resource allocation and performance assessment and

c. For which discrete financial information is available.

The Company has two reportable segments as described under "Segment Composition" as Retail & Non-retail. The nature of services offered by these businesses are different and are managed separately given the different sets of technology and competency requirements.

ii. Reportable segments: An operating segment is classified as reportable segment if reported revenue (including inter-segment revenue) or absolute amount of result or assets exceed 10% or more of the combined total of all the operating segments.

iii. Segment profit: Performance of a segment is measured based on segment profit (before interest and tax), as included in the internal management reports that are reviewed by the Company's Executive Management.

39. Related Party Disclosures

a) List of Related Parties:

	Companies where control exists
Others	Asian Institute of Communication & Research (AICAR) (upto August 1, 2017) Mr. Ninad Karpe
Key Management Personnel	Mr. Anil Pant - Managing Director and CEO Mr. Anuj Kacker - Whole-Time Director

b) Key Management Personnel Compensation (Refer Note 29)

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2018
Managing Director and CEO	270.07	282.76
Whole Time Director	150.17	97.53
Total	**420.24**	**380.29**

c) **Transactions with Related Parties** (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Service Received from Other Related Parties	12.79	8.00
Advances to Asian Institute of Communication and Research ("AICAR")	77.15	233.26
Loan to Key Managerial Personnel		
Mr. Anuj Kacker	(4.77)	10.88

d) **Loans and Advances to Related Parties:** (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Name of Key Managerial Personnel		
Mr. Anuj Kacker	31.11	35.88
Others		
Asian Institute of Communication & Research (AICAR) (Refer Note 7.1)	-	1,536.03
Total	**31.11**	**1,571.91**

40. Contingent Liabilities and Contingent Assets (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Claims against the company not acknowledged as debt (Refer Note 40.1)	131.64	139.41	146.77
Guarantees (Refer Note no. 40.2)	1,309.13	509.38	176.38
Disputed Income tax matters in appeal	-	66.14	182.42
	1,440.77	**714.92**	**505.57**

40.1 Claims not acknowledged as debts with respect to the pending litigations of Group comprise of claims against the Group primarily by the Civil and Consumer case pending with Courts. The Group has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

40.2 Guarantees issued with bank are for the projects that are being executed.

40.3 The amounts assessed as Contingent Liability do not include interest that could be claimed by counter parties.

41. Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows: (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Estimated amount of Contracts remaining to be Executed on Capital Account and not provided for	206.46	67.20	351.92
Total	**206.46**	**67.20**	**351.92**

42. Leases

42.1 Non-cancellable Operating Leases (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Commitments for minimum lease payments in relation to non cancellable operating leases are payable as follows:		
Within 1 year	126.84	213.64
Later than 1 year but not later than 5 years	85.69	144.78
Later than 5 year	-	-
Total	**212.53**	**358.42**

42.2 Rental expense relating to operating leases (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Minimum lease payments	760.74	682.55
Total	**760.74**	**682.55**

General Description of leasing agreements:

i. Leased Assets: Offices;

ii. Future Lease rentals are determined on the basis of agreed terms;

iii. At the expiry of lease terms, the Company has an option to return the assets or extend the term by giving notice in writing;

iv. Lease agreements are generally cancellable and are renewable by mutual consent on mutually agreed terms.

43. Earnings Per Share (EPS) (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
A. Basic Earnings Per Share		
i. Net Profit attributable to Equity Shareholders	3,287.23	1,930.39
ii. Weighted average number of Equity Shares Outstanding (Nos.)	3,98,93,560	3,98,93,560
Basic EPS (₹) (i)/(ii)	**8.24**	**4.84**
B. Diluted Earnings Per Share		
i. Weighted average number of Equity Shares Outstanding (Nos.)	3,98,93,560	3,98,93,560
ii. Add: Potential Equity Shares on exercise of ESOPs (Nos.)	19,50,213	19,01,264
iii. Weighted average number of Equity Shares Outstanding for calculation of Dilutive EPS (i+ii)	41,843,773	41,794,824
Diluted EPS (₹) {(A) (i) /(B) (iii)}	**7.86**	**4.62**

44. Disclosure pursuant to Ind AS 101 "First time adoption of Indian Accounting Standards"

44.1 Effect of Ind AS adoption on Balance Sheet (₹ in lakhs)

Particulars	Notes	As at April 1, 2016			As at March 31, 2017		
		Previous GAAP	Effect of transition to Ind AS	Ind AS	Previous GAAP	Effect of transition to Ind AS	Ind AS
ASSETS							
Non-current Assets							
Property, Plant and Equipment		1,766.33	-	1,766.33	2,084.45	-	2,084.45
Capital Work-in-Progress		0.34		0.34		-	-
Goodwill		3.04	-	3.04		-	-
Other Intangible Assets		1,145.70	-	1,145.70	1,216.36	-	1,216.36
Intangible Assets under Development		348.95	-	348.95	252.73	-	252.73
Financial Assets			-			-	
Investments	1	11,082.05	(216.78)	10,865.28	11,082.15	(201.23)	10,880.92
Loans		1,404.40	-	1,404.40	1,667.19	-	1,667.19
Other Financial Assets			-	-	102.04	-	102.04
Deferred Tax Assets (Net)	2	1,354.83	133.93	1,488.76	1,354.83	133.93	1,488.76
Other Non-current Assets		597.79	-	597.79	431.87	-	431.87
Total Non-current Assets		**17,703.44**	**(82.85)**	**17,620.59**	**18,191.62**	**(67.30)**	**18,124.32**
Current Assets							
Inventories		208.27	-	208.27	98.63	-	98.63
Financial Assets							
Investments		-	-	-	1,803.36	-	1,803.36
Trade Receivables	3	4,090.33	(479.65)	3,610.68	4,676.80	(494.37)	4,182.43
Cash and Cash Equivalents		856.89	-	856.89	1,354.71	-	1,354.71
Other Bank Balances		2,425.22	-	2,425.22	1,539.95	-	1,539.95
Loans		402.47	-	402.47	476.32	-	476.32
Other Financial Assets		759.01	-	759.01	589.24	-	589.24
Other Current Assets		327.15	-	327.15	444.22	-	444.22
Total Current Assets		**9,069.34**	**(479.65)**	**8,589.69**	**10,983.23**	**(494.37)**	**10,488.86**
TOTAL ASSETS		**26,772.78**	**(562.50)**	**26,210.28**	**29,174.85**	**(561.67)**	**28,613.18**

Particulars	Notes	As at April 1, 2016			As at March 31, 2017		
		Previous GAAP	Effect of transition to Ind AS	Ind AS	Previous GAAP	Effect of transition to Ind AS	Ind AS
EQUITY and LIABILITIES							
Equity							
Equity Share Capital		3,989.36	-	3,989.36	3,989.36	-	3,989.36
Other Equity	**4**	18,870.14	(562.50)	18,307.64	21,314.83	(561.67)	20,753.16
Total Equity		**22,859.50**	**(562.50)**	**22,297.00**	**25,304.19**	**(561.67)**	**24,742.52**
Liabilities							
Non-current Liabilities							
Provisions		183.46	-	183.46	206.21	-	206.21
Total Non-current Liabilities		**183.46**	**-**	**183.46**	**206.21**	**-**	**206.21**
Current Liabilities							
Financial Liabilities							
Trade Payables		1,175.83	-	1,175.83	1,392.74	-	1,392.74
Other Financial Liabilities		1,600.49	-	1,600.49	1,221.32	-	1,221.32
Provisions		45.53	-	45.53	98.75	-	98.75
Other Current Liabilities		907.97	-	907.97	951.64	-	951.64
Total Current Liabilities		**3,729.82**	**-**	**3,729.82**	**3,664.45**	**-**	**3,664.45**
Total Liabilities		**3,913.28**	**-**	**3,913.28**	**3,870.66**	**-**	**3,870.66**
TOTAL EQUITY and LIABILITIES		**26,772.78**	**(562.50)**	**26,210.28**	**29,174.85**	**(561.67)**	**28,613.18**

Explanations for reconciliation of Balance Sheet between previous GAAP and Ind AS :

1. Investments :

Investment includes Equity Investment made in Syntea Polland JV which is being revalued at fair value and loss on diminution in value of investment has been deducted from Investment.

2. Deferred Tax on ECL :

Deferred Tax on provision for Expected Credit Loss created on April 1, 2016

3. Expected Credit Loss :

Adjustment reflects allowance for Expected Credit Loss based on risk of default and timing of collection.

4. Other Equity :

Fair Value of Investment, Provision for Expected Credit Loss and Deferred Tax thereon has been adjusted in Retained Earnings.

44.2 Statement of reconciliation of Equity under Ind AS and Equity reported under Previous GAAP:

(₹ in lakhs)

Particulars	As at April 1, 2016	As at March 31, 2017
Opening Balance of Equity as per Previous GAAP	**18,870.14**	**21,314.83**
Provision for Expected Credit Loss	(479.65)	(494.37)
Gain/ (Loss) on fair valuation of Investments	(216.78)	(201.24)
Deferred and Current Taxes	133.93	133.93
Equity as per Ind AS	**18,307.64**	**20,753.16**

44.3 Effect of Ind AS adoption on the Statement of Profit and Loss

(₹ in lakhs other than EPS)

Particulars	Notes	Year ended March 31, 2017 Previous GAAP	Effect of transition to Ind AS	Ind AS
Revenue from Operations		21,218.22	-	21,218.22
Other Income		435.27	-	435.27
Total Income		**21,653.49**	**-**	**21,653.49**
Expenses				
Purchases of Stock-in-Trade		184.65	-	184.65
Changes in Inventories of Stock-in-Trade		109.64	-	109.64
Employee Benefits Expense		5,362.78	(98.16)	5,264.62
Share Based Payment to Employees		580.53	-	580.53
Finance Costs		4.11	-	4.11
Depreciation and Amortisation Expense		1,072.62	-	1,072.62
Other Expenses	1	12,141.15	14.72	12,155.87
Total Expenses		**19,455.48**	**(83.44)**	**19,372.04**
Profit Before Exceptional Items and Tax		**2,198.01**	**83.44**	**2,281.45**
Exceptional Item (Net)		-	-	-
Profit Before Tax		**2,198.01**	**83.44**	**2,281.45**
Income Tax Expense				
Current Tax		326.79	24.27	351.06
Deferred Tax		-	-	-
Total Tax Expense		**326.79**	**24.27**	**351.06**
Profit for the year		**1,871.22**	**59.17**	**1,930.39**
Other Comprehensive Income				
Items that will not be reclassified to Profit and Loss				
i. Loss on Remeasurment of Defined Benefit Plan		-	(98.16)	(98.16)
ii. Gain on fair valuation on Equity Instruments	2	-	15.54	15.54
iii. Income Tax on above		-	24.27	24.27
Other Comprehensive Income for the year (Net of Tax)		**-**	**(58.35)**	**(58.35)**
Total Comprehensive Income for the year		**1,871.22**	**0.82**	**1,872.04**

Explanations for reconciliation of Statement of Profit and loss between previous GAAP and Ind AS :

1. Expected Credit Loss :

Under previous GAAP, loss provision for trade receivable was created based on credit risk assessment. Under Ind AS, these provisions are created based on risk of default and timing of collection.

2. Fair valuation of equity instrument :

Adjustment reflects impact of diminution in the value of investement on account of fair valuation of investment in Syntea Polland JV

44.4 Statement of reconciliation of total comprehensive income for the period ended March 31, 2017:

(₹ in lakhs)

Particulars	As at March 31, 2017
Net Profit after tax as per as per Previous GAAP	**1,871.22**
Impact of provision for expected credit loss	(14.72)
Reclassification of Net Actuarial Gain/ (Loss) on employee defined benefit obligations to OCI	98.16
Deferred and current taxes	(24.27)
Net Profit after tax as per as per Ind AS	**1,930.39**
Other Comprehensive Income (Net of Tax)	(58.35)
Total Comprehensive Income as per Ind AS	**1,872.04**

45. Foreign Currency Exposure which are not hedged

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Trade Receivables	1,388.34	1,292.80
Total	**1,388.34**	**1,292.80**

46. The figures for the previous year has been regrouped/ rearranged/ reclassified wherever necessary to correspond with figures of current year

As per our attached report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No.36148

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors of
APTECH LIMITED

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To The Members of Aptech Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS Financial Statements of **Aptech Limited** (''the Company''), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information ("the Standalone Ind AS Financial Statements").

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and the changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Ind AS Financial Statements based on our audit.

We have taken into account the provisions of the Act, the Indian Accounting Standards and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Standalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Standalone Ind AS Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements 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 including the Ind AS, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and its changes in equity for the year ended on that date.

Emphasis of Matter

Attention is invited to Note 28 to the Standalone Ind AS Financial Statements about the remuneration of ₹ 130.68 lakhs provided and paid to the erstwhile Managing Director during the Financial Year 2015-16 and ₹ 30.07 lakhs provided and paid to the Managing Director during the Financial Year 2017-18 which are in excess of the limit prescribed under Sections 197 and 198 read with Schedule V to the Companies Act, 2013 for which the Company will seek waiver at the ensuing Annual General Meeting, till such time the excess remuneration so paid is held by the Managing Director in trust for the Company.

Our report is not modified in respect of the above matter.

Other Matter

The Comparative financial information of the Company for the year ended March 31, 2017 included in these Standalone Ind AS Financial Statements and the transition date opening Balance Sheet as at April 1, 2016, are based on the previously issued financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 and other accounting principles generally accepted in India and audited by the predecessor auditor (vide their unmodified audit report on May 6, 2016 and May 24, 2017), as adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have been audited by us.

Our opinion above on the Standalone Ind AS Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

    b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder;

e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act;

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Ind AS Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report;

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements – Refer Note 39 forming part of Standalone Ind AS Financial Statements.

    ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

    iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of the audit, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Place : Mumbai
Dated : May 30, 2018

ANNEXURE AUDITOR'S REPORT

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date to the members of the Company on the Standalone Ind AS Financial Statements for the year ended March 31, 2018.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Aptech Limited** ("the Company") as at March 31, 2018 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Standalone Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India (''ICAI''). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting are established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed by the company to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Further, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Place : Mumbai
Dated : May 30, 2018

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 2 under the heading of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date on the Standalone Ind AS Financial Statements for the year ended March 31, 2018.

Report on the Companies (Auditor's Report) Order, 2016, issued in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of Aptech Limited ("the Company")

i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment ("PPE").

b. PPE is physically verified by the management according to a phased programme designed to cover all PPE over a period of three years, which in our opinion, provides for physical verification of all the items of PPE at reasonable intervals. Pursuant to the programme, the physical verification is under process.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties, as included in Note 4 to the Ind AS Financial Statements, are held in the name of the Company.

ii. Inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and no material discrepancies were noticed on such physical verification.

iii. The Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act except for loan given to the Whole Time Director aggregating ₹ 31.11 Lakhs, the terms and conditions whereof are, prima facie, not prejudicial to the interest of the Company.

According to the information and explanations given to us and on the basis of our examination, the schedule of repayment of principal and interest has been stipulated and repayments of principal and interest have been regular as per stipulations.

There are no amounts overdue for more than ninety days as at March 31, 2018.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act with respect to the loans and investments made. The Company has not given any guarantee or provided any security in connection with a loan to any person or other body corporate and accordingly, the question of commenting on compliance with the provisions in respect thereof does not arise.

v. In our opinion and according to the information and explanations given to us and on the basis of the books and records examined by us, the Company has not accepted any deposit from the public. Accordingly, paragraph 3(v) of the Order to comment on whether the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder, is not applicable.

vi. According to the information and explanations given to us, pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with Section 148(1) of the Act, the Central Government has not prescribed maintenance of cost records in respect of any of the Company's products. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.

vii. a. According to the information and explanations given to us and based on the records of the Company examined by us, the Company has generally been regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Goods and Service Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities in India. There are no undisputed statutory dues remaining outstanding for the period exceeding six months as at the date of the Balance Sheet.

b. According to the information and explanations given to us and based on the records of the Company examined by us, there are no material dues of Income Tax, Service Tax and Goods and Service Tax which have not been deposited on account of any disputes.

As informed, provisions of Sales tax, Value Added Tax, Customs Duty and Excise duty are not applicable to the Company during the year under report.

viii. According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has not taken any loans or borrowings from any bank, financial institution or Government and has not issued any debenture and hence, there are no dues in respect of any loan or borrowing during the year. Accordingly, paragraph 3(viii) of the Order in respect thereof is not applicable.

ix. According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order in respect thereof is not applicable.

x. According to the information and explanations given to us and on the basis of the books and records examined by us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year in the course of our audit.

xi. The Company has paid Managerial Remuneration to Managing Director for the Financial Year 2017-18 which is in excess by ₹ 30.07 lakhs of the limits specified as per Sections 197 and 198 read with Schedule-V of the Companies Act 2013. Pursuant to provisions of the Companies (Amendment) Act, 2017, the Company is required to take approval for the excess paid from the shareholders at the ensuing Annual General Meeting until which the said excess is held by the Managing Director in trust for the Company.

Further, the excess remuneration of ₹ 130.68 lakhs paid to the erstwhile Managing Director for the Financial Year 2015-16, application for which was made to the Central Government pending approval stands abated pursuant to provisions of the Companies (Amendment) Act, 2017, and the same will be regularised by taking approval from the shareholders at the ensuing Annual General Meeting pursuant to the said provisions.

Also, the excess remuneration of ₹ 73.92 lakhs paid to the erstwhile Managing Director for the Financial Year 2014-15 is being recovered from the Managing Director pursuant to the approval received from the Central Government.

xii. The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the provisions of Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has not made a preferential allotment or private placement of shares fully paid or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

xv. According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Place : Mumbai
Dated : May 30, 2018

Balance Sheet as at March 31, 2018

(₹ in lakhs)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
Non-current Assets				
Property, Plant and Equipment	**4**	1,456.08	1,878.52	1,570.90
Capital Work-in-Progress		-	-	0.34
Other Intangible Assets	**5**	717.15	786.12	782.88
Intangible Assets under Development		111.03	34.21	35.28
Financial Assets				
Investments	**6**	10,641.79	8,454.61	8,440.81
Loans	**7**	99.27	1,616.84	1,350.56
Deferred Tax Assets (Net)	**33**	1,656.02	1,488.76	1,488.76
Other Non-current Assets	**8**	141.17	63.82	69.84
Total Non-current Assets		**14,822.51**	**14,322.88**	**13,739.37**
Current Assets				
Inventories	**9**	42.64	68.39	84.73
Financial Assets				
Investments	**10**	750.79	1,803.36	-
Trade Receivables	**11**	4,972.32	3,631.77	2,715.57
Cash and Cash Equivalents	**12**	924.98	820.61	563.63
Other Bank Balances	**13**	2,912.45	1,433.81	2,406.92
Loans	**14**	1,693.10	2,604.13	3,236.37
Other Financial Assets	**15**	894.66	303.46	552.37
Other Current Assets	**16**	419.84	325.75	250.08
Total Current Assets		**12,610.78**	**10,991.28**	**9,809.67**
TOTAL ASSETS		**27,433.29**	**25,314.16**	**23,549.04**
EQUITY and LIABILITIES				
Equity				
Equity Share Capital	**17**	3,989.36	3,989.36	3,989.36
Other Equity	**18**	20,409.29	18,607.38	17,136.58
Total Equity		**24,398.65**	**22,596.74**	**21,125.94**
Liabilities				
Non-current Liabilities				
Provisions	**19**	164.39	139.29	140.16
Total Non-current Liabilities		**164.39**	**139.29**	**140.16**
Current Liabilities				
Financial Liabilities				
Trade Payables	**21**	1,380.23	1,155.98	859.38
Other Financial Liabilities	**22**	808.94	835.40	931.74
Provisions	**23**	34.34	66.37	37.52
Other Current Liabilities	**24**	646.74	520.38	454.30
Total Current Liabilities		**2,870.25**	**2,578.13**	**2,282.94**
Total Liabilities		**3,034.64**	**2,717.42**	**2,423.10**
TOTAL EQUITY and LIABILITIES		**27,433.29**	**25,314.16**	**23,549.04**
Notes (Including Significant Accounting Policies) Forming Part of the Financial Statements	**1-45**			

The above Balance Sheet should be read in conjunction with the accompanying notes.

As per our attached report of even date.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

For and on behalf of the Board of Directors of
APTECH LIMITED

PARESH H. CLERK
Partner
Membership No. 36148

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

Place : Mumbai
Date : May 30, 2018

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2018

(₹ in lakhs other than EPS)

Particulars	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from Operations	25	15,913.97	12,322.58
Other Income	26	431.70	467.77
Total Income		**16,345.67**	**12,790.35**
Expenses			
Purchases of Stock-in-Trade		74.28	114.52
Changes in Inventories of Stock-in-Trade	27	25.75	16.34
Employee Benefits Expense	28	5,160.35	3,799.32
Share Based Payment to Employees	29	1,168.97	547.84
Finance Costs	30	6.01	4.09
Depreciation and Amortisation Expense	4 and 5	751.04	684.70
Other Expenses	31	8,435.43	6,415.98
Total Expenses		**15,621.83**	**11,582.79**
Profit Before Exceptional Items and Tax		**723.84**	**1,207.56**
Exceptional Items (Net)	32	1,556.15	-
Profit Before Tax		**2,279.99**	**1,207.56**
Income Tax Expense			
Current Tax	33	541.47	263.88
Deferred Tax	33	(167.25)	-
Total Tax Expense		**374.22**	**263.88**
Profit for the year		**1,905.77**	**943.68**
Other Comprehensive Income			
Items that will not be reclassified to Profit and Loss			
i. Loss on Remeasurement of Defined Benefit Plan		(67.82)	(79.10)
ii. Gain on Fair Valuation on Equity Instruments		162.58	15.54
iii. Income Tax on above		14.47	16.88
Other Comprehensive Income for the year (Net of Tax)		**109.23**	**(46.68)**
Total Comprehensive Income for the year		**2,015.00**	**897.00**
Earnings Per Share	42		
Basic Earnings Per Share (Face Value of ₹ 10 each)		4.78	2.37
Diluted Earnings Per Share (Face Value of ₹ 10 each)		4.57	2.26
Notes (Including Significant Accounting Policies) Forming Part of the Financial Statements	1-45		

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our attached report of even date.
For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

For and on behalf of the Board of Directors of
APTECH LIMITED

PARESH H. CLERK
Partner
Membership No. 36148

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

Place : Mumbai
Date : May 30, 2018

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

Statement of Cash Flows
for the Year ended March 31, 2018

(₹ in lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit Before Tax		**2,279.99**		**1,207.56**
Adjustments for:				
Share Based Payment to Employees	1,168.97		547.84	
Depreciation and Amortisation	751.04		684.70	
Advances written off	163.22		-	
Allowances for Expected Credit Loss	450.89		99.48	
Bad Debts written off	165.69		3.13	
Finance Costs	6.01		4.09	
Interest income	(289.66)		(357.67)	
Reversal of Liabilities	(139.18)		(67.04)	
Unrealised Loss/ (Gain) on Exchange Fluctuation (Net)	(18.66)		(86.26)	
Profit on Disposal of Assets	(1,556.15)		(3.26)	
		702.18		**825.01**
Operating Profit before Working Capital Changes		**2,982.17**		**2,032.57**
Changes in Assets and Liabilities,				
Decrease/(Increase) in Inventories	25.75		16.34	
Decrease/(Increase) in Trade Receivables and Unbilled Revenue	(2,519.42)		(683.93)	
Decrease/(Increase) in Loans	(18.99)		(99.87)	
Decrease/(Increase) in Other Non-current Assets	8.98		3.54	
Decrease/(Increase) in Other Financial Assets	(10.60)		0.65	
Decrease/(Increase) in Other Current Assets	(94.09)		(75.67)	
Increase/(Decrease) in Non-current Liabilities and Provisions	(42.73)		(79.98)	
Increase/(Decrease) in Trade Payable	224.25		296.59	
Increase/(Decrease) in Other Financial Liabilities	80.70		(0.46)	
Increase/(Decrease) in Other Current liabilities	126.36		66.09	
		(2,219.79)		**(556.72)**
Cash generated from / (used in) Operations		**762.37**		**1,475.85**
Income Tax Paid (Net)		(613.32)		(244.52)
Net Cash generated from/ (used in) Operating Activities		**149.05**		**1,231.33**
B. CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment	(821.87)		(990.89)	
Sale of Property, Plant and Equipment	2,041.57		-	
Purchase of Investments	(2,024.60)		(1,803.36)	
Sale of Investments	1,074.28		1.75	
Interest income	267.94		357.67	
Proceeds from/(Investing) in Bank Deposits (original maturity more than three months)	(1,478.64)		973.12	
Loans and Advances - Repayment by/ (given to) Related Party (AICAR)	1,372.82		(233.26)	
Repayment of Loans and Advances by Subsidiaries	969.93		731.79	
Net Cash generated from/ (used in) Investing Activities		**1,401.42**		**(963.18)**

Particulars	As at March 31, 2018		As at March 31, 2017	
C. CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from Hedging Contract	-		(6.72)	
Dividend paid (Including DDT)	(1,440.45)		-	
Finance Costs	(6.01)		(4.09)	
Net Cash generated from/ (used in) Financing Activities		**(1,446.46)**		**(10.81)**
Net (Decrease) / Increase in Cash and Cash equivalents		**104.01**		**257.35**
Cash and Cash equivalents at the beginning of the year		820.98		563.63
Cash and Cash equivalents at the end of the period		924.99		820.98
Net (Decrease) / Increase in Cash and Cash equivalents		**104.01**		**257.35**

Notes :

i. Cash and cash equivalents included in the Statement of cash flows comprise the following :

Particulars	As at March 31, 2018	As at March 31, 2017
Cash and cash equivalents disclosed under current assets	924.98	820.61
Add : Unrealised exchange (gain)/loss on cash and cash equivalents	0.01	0.37
Total cash and cash equivalents as per Statement of Cash Flows	**924.99**	**820.98**

ii. Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of Financial Statements to evaluate changes in liabilities arising from financial activities, including both changes arisng from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheets for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the Financial Statements.

iii. Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014."

iv. Figures in bracket indicate Cash Outfow.

As per our attached report of even date.
For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors of
APTECH LIMITED

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

Statement of Changes in Equity for the Year ended March 31, 2018

A. Equity Share Capital

Particulars	Notes	No. of shares	₹ in lakhs
Balance as at April 1, 2016		**39,893,560**	**3,989.36**
Changes in Equity Share Capital	17	**-**	**-**
Balance as at March 31, 2017		**39,893,560**	**3,989.36**
Changes in Equity Share Capital	17		**-**
Balance as at March 31, 2018		**39,893,560**	**3,989.36**

B. Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus					Other Comprehensive Income		
	Securities Premium Account	Capital Redemption Reserve	Share Options Outstanding Account	General Reserves	Retained Earnings	Effective Portion of Cash Flow Hedges	Equity Instruments through Other Comprehensive Income	Total Other Equity
Balance as at April 1, 2016	**8,977.20**	**1,774.59**	**-**	**624.98**	**5,969.87**	**6.72**	**(216.78)**	**17,136.58**
Profit/(Loss) for the year	-	-	-	-	943.68	(6.72)	-	**936.96**
Share Based Payments to Employees	-	-	580.53	-	-	-	-	**580.53**
Gain/(Loss) on Fair Valuation of Equity Instruments	-	-	-	-	-	-	15.54	**15.54**
Other Comprehensive Income for the year (Net of Income Tax)	-	-	-	-	(62.22)	-	-	**(62.22)**
Total Comprehensive Income for the year	**-**	**-**	**580.53**	**-**	**881.45**	**(6.72)**	**15.54**	**1,470.81**
Balance as at March 31, 2017	**8,977.20**	**1,774.59**	**580.53**	**624.98**	**6,851.32**	**-**	**(201.24)**	**18,607.38**
Profit/(Loss) for the year	-	-	-	-	1,905.77	-	-	**1,905.77**
Share Based Payments to Employees	-	-	1,227.36	-	-	-	-	**1,227.36**
Gain/(Loss) on Fair Valuation of Equity Intruments	-	-	-	-	-	-	162.58	**162.58**
Other Comprehensive Income for the year (Net of Income Tax)	-	-	-	-	(53.35)	-	-	**(53.35)**
Interim Dividend	-	-	-	-	(1,196.81)	-	-	**(1,196.81)**
Corporate Tax on Interim Dividend	-	-	-	-	(243.64)	-	-	**(243.64)**
Total Comprehensive Income for the year	**-**	**-**	**1,227.36**	**-**	**411.97**	**-**	**162.58**	**1,801.91**
Balance as at March 31, 2018	**8,977.20**	**1,774.59**	**1,807.89**	**624.98**	**7,263.30**	**-**	**(38.66)**	**20,409.29**

The above Statement of Changes in Equity should be read in conjuction with the accompanying notes.

As per our attached report of even date.
For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

For and on behalf of the Board of Directors of
APTECH LIMITED

PARESH H. CLERK
Partner
Membership No. 36148

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

Place : Mumbai
Date : May 30, 2018

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

1. Corporate Information

Aptech limited ("The Company") is a public limited company incorporated and domiciled in India and has its registered office at Mumbai. The equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE) of India Limited. The Company is primarily engaged in the business of education training and assessment solution services. The Company has been carrying on the business of Training and Education for the last over three decades.

The financial statements for the year ended March 31, 2018 are approved for issue by the Board of Directors of the Company on May 30, 2018.

2. Significant Accounting Policies

a. Basis of Preparation

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act 2013 (the 'Act') and other relevant provisions of the Act.

For all periods upto and including for the financial year ended March 31, 2017, the Company prepared its financial statements in accordance with Accounting Standards specified under Section 133 of the Act read with applicable rules and the relevant provisions of the Act ("Previous GAAP"). The figures for the year ended March 31, 2017 have now been restated as per Ind AS to provide comparability.

These financial statements for the year ended March 31, 2018 are the Company's first Ind AS financial statements. The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101, "First-Time Adoption of Indian Accounting Standards", the date of transition to Ind AS being April 1, 2016. Refer to Note 'q' for details of adoption of Ind AS.

These Financial Statements are prepared on an accrual basis under the historical cost convention or amortised cost, except for following material items that have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities that is measured at fair value;
- Net Defined benefit (asset)/liability – fair value of plan assets less present value of defined benefit obligations;
- Share based payments – at fair value

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency and all amounts are rounded off to the nearest lakhs (INR '00,000) upto two decimals, except when otherwise indicated.

b. Property, Plant and Equipment(PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

PPE (other than Freehold land and Capital Work-in-progress) are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

The initial cost of an asset comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of item can be measured reliably. The carrying amount of any component accounted for as separate asset is recognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Freehold land is carried at historical cost less impairment loss, if any.

The carrying amount of an item of PPE is derecognised upon disposal or when no future economic benefit is expected to arise from its continued use. Any gain or loss arising on the derecognition of an item of PPE is determined as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in Statement of Profit and Loss.

Capital Work-in-progress

Property, plant and equipment which are not ready for intended use on the date of balance sheet are disclosed as capital work-in-progress. It is carried at cost, less any recognised impairment loss. Such properties are classified and capitalised to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation method, Estimated useful lives and residual value

Depreciation on Property, Plant and Equipment is provided over their estimated useful lives on a straight line basis from the date the same are ready for intended use. Useful life of PPE is in accordance with that prescribed in Schedule II, except in respect of the following items of PPE which is based on technical evaluation:

(i) Certain items of plant and machinery (including computers) installed at and used in 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.

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

(iv) Depreciation on PPE is provided at the following rates based on estimated useful life as per the Act,

Office Premises	60 years
Furniture and Fixtures	05 years
Computers Hardware	03 years
Office Equipment	05 years
Electrical Equipments	10 years

(v) Depreciation on Furniture and Fixtures which are installed at leasehold premises is provided over lease period. On other Furniture and Fixtures, the estimated useful life is considered to be that of 5 years.

(vi) Depreciation on PPE added/ disposed off during the year is provided on pro-rata basis with reference to the date of addition/ disposal.

(vii) Items of PPE which has cost of ₹ 5,000 or less are depreciated fully in the year of purchase/capitalisation.

(viii) The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, while the effect of any change in estimate is accounted for on a prospective basis.

c. Intangible Assets

Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to that asset will flow to the Company and the cost of the item can be measured reliably. Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Directly attributable costs, that are capitalised as part of the software include employee costs and an appropriate portion of relevant expenses.

Amortisation

Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date they are available for use, as under :

Computer Software and Contents with a finite useful life using the straight-line method over the 3 years from the date they are available for use or based on its consumption pattern, as applicable.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, while the effect of any change in estimate being accounted for on a prospective basis.

d. Impairment of Non-financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets may have been impaired. If any such indication exists, the recoverable amount, which is the higher of its value in use or its fair value less costs of disposal, of the asset or cash-generating unit, as the case may be, is estimated and impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

An impairment loss is recognised immediately in the Statement of Profit and Loss. When impairment subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but upto the amount that would have been determined, had no impairment loss been recognised for that asset or cash generating unit. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

e. Inventories

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

f. Employee Share based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the date of grant.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

g. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event, 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 of the amount of obligation. Provisions is not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

A Provision is measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, the amount of provision is discounted using an appropriate pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A Contingent liability is disclosed in case of a present obligation arising from past events, when it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made. A Contingent Liability is also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

A Contingent Asset is not recognised, but disclosed in the financial statements when an inflow of economic benefits is probable.

h. Employee Benefits:

Short-Term and Other Long-term Employee Benefits

A liability is recognised for benefits accruing to employees in respect of short-term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. A liability is recognised for benefits accruing to employees in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

i) Defined Contribution Plan

The Company's contribution to Provident Fund and Employee State Insurance Scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

ii) Defined benefit plan

In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. Re-measurement, comprising actuarial gains and losses, are recognised in full in the Other Comprehensive Income for the period in which they occur. Re-measurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to Profit and Loss. Past service cost both vested and non-vested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the Balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Compensated Absences

The Company provides for the encashment of absence or absence with pay based on policy of the Company in this regard. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent actuarial valuation.

i. Income Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

i) Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profits differ from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using applicable tax rates that have been enacted or substantively enacted by the end of the reporting period and the provisions of the Income Tax Act, 1961 and other tax laws, as applicable.

Current tax assets and current tax liabilities are offset if there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the current tax liabilities and assets on a net or simultaneous basis.

ii) Deferred income taxes

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

Deferred tax assets and deferred tax liabilities are offset if there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets and liabilities relate to the income tax levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the current tax liabilities and assets on a net or simultaneous basis.

Current and Deferred Tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

j. Earnings per Share

The basic earnings per share are computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

k. Foreign Currency Transactions:

Transactions in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items, if any, that are measured at historical cost denominated in a foreign currency are translated using the exchange rate as at the date of initial transaction. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

l. Statement of Cash Flows

Cash flows are reported using the indirect method, whereby net profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash on hand, cash at banks, other short-term deposits and highly liquid investments with original maturity of three months or less that are readily convertible into cash and which are subject to an insignificant risk of changes in value, as reduced by bank overdrafts.

m. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

i) Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

ii) Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial assets.

a. Amortised Cost

A financial asset shall be classified and measured at amortised cost (based on Effective Interest Rate method), if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Cash and bank balances, trade receivables, loans and other financial assets of the Company are covered under this category.

b. Fair Value through OCI

A financial asset shall be classified and measured at FVOCI, if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For financial assets that are measured at FVOCI, income by way of interest and dividend is recognised in profit or loss and changes in fair value (other than on account of such income) are recognised in Other Comprehensive Income and accumulated in other equity. On disposal of equity instruments measured at FVOCI, the cumulative gain or loss previously accumulated in other equity is not reclassified to profit or loss on disposal of investments.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading through FVOCI.

c. Fair Value through Profit or Loss

A financial asset shall be classified and measured at FVTPL unless it is measured at amortised cost or at FVOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

iii) Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

a. Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

b. Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

iv) Offsetting:

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

v) Financial liabilities and equity instruments:

- Classification as debt or equity:

  Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

- Equity instruments:

  An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

  Equity instruments issued by the Company are recognised at the proceeds received net off direct issue cost.

vi) Impairment of financial assets:

The Company recognises loss allowance using expected credit loss model for financial assets which are measured at amortised cost and FVTOCI debt instruments, if any. Expected credit losses are weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at original effective rate of interest.

For Trade Receivables, the Company measures loss allowance at an amount equal to expected credit losses. The Company computes expected credit loss allowance based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

vii) Derecognition of Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or when the Company transfers its contractual rights to receive the cash flows of the financial asset in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

viii) Derecognition of financial liabilities:

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different.

n. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reported net of discounts and indirect taxes.

The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits with the transaction will flow to the Company. When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue shall be recognised only to the extent of the expenses recognised that are recoverable.

Revenue is recognised only when evidence of an arrangement is obtained and the other criteria to support revenue recognition are met, including the price is fixed and determinable, services have been rendered and collectability of the resulting receivables is reasonably assured.

Revenue related to fixed price contracts is recognised in accordance with the proportionate completion method (PCM). The input (efforts expended) method is used to measure progress towards completion, as there is a direct relationship between input and productivity. Costs are recorded as incurred over the contract period. Any revision in cost to complete would result in increase or decrease in revenue and income and such changes are recorded in the period in which they are identified. Provisions for estimated losses, if any, on contracts-in-progress are recorded in the period in which such losses become probable based on the current contract estimates. Contract losses are determined to be the amount by which the estimated total cost to complete exceeds the estimated total revenues that will be generated by the contract and are included in cost of services and classified in provisions. For services accounted for under the PCM method, cost and earnings in excess of billing are classified as unbilled revenue, while billing in excess of cost and earnings are classified as deferred revenue.

Accordingly, 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. Revenue from fixed time contract is recognised using over the period of contracts. For services rendered through franchisees only the Company's share of revenue is recognised.

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

i) Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a timely basis, by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

ii) Dividends

Dividend income from investments is recognised when the Company's right to receive dividend is established, which is generally when shareholders approve the dividend.

o. Operating lease

Leases are classified as operating leases whenever the terms of the lease do not transfer substantially all the risks and rewards incidental to ownership.

Lease rentals on assets under operating lease are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease.

Assets leased out under operating leases are continued to be shown under the respective class of assets. Rental income is recognised on a straight line basis over the term of the relevant lease.

Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

p. Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Identification of Segments

The Company has reported Segment Information as per Ind AS 108. The Company has identified Operating Segments taking into account the nature of services, the differing risks and returns, the organizational structure and the internal reporting system.

q. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the financial statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

i) Key estimates, assumptions and judgements

The key assumptions concerning the future and other major sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

ii) Income taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions as also to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits. Also, Refer Note 33.

iii) Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Other Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The depreciation/amortisaion for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/depreciable amount is charged over the remaining useful life of the assets.

iv) Employee Benefit Plans

The cost of the defined benefit gratuity plan and other-post employment benefits and the present value of gratuity obligation is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

v) Fair Value measurements of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets (Net Assets Value in case of units of Mutual Funds), their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

vi) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

vii) Impairment of Assets

The Company has used certain judgements and estimates to work out future projections and discount rates to compute value in use of cash generating unit and to access impairment. In case of certain assets independent external valuation has been carried out to compute recoverable values of these assets.

viii) Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future ouflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

r. First-time Adoption of Ind AS

The Company has prepared the opening balance sheet as per Ind AS 101, First Time Adoption of Indian Accounting Standards as of April 1, 2016 (the date of transition) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions and certain optional exemptions availed by the Company. The policy adotpted for the transition to Ind AS is detailed below:

i) Investments in subsidiary, joint ventures and associates

The Company has selected to adopt the previous GAAP carrying value as on the date of transition, i.e. April 1, 2016 of its investments in subsidiaries as its deemed cost.

ii) Business Combinations

The Company elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

iii) Estimates

The estimates as at April 1, 2016 and at March 31, 2017 are consistent with the estimates made for the same dates in accordance with the previous GAAP.

iv) Deemed Cost for PPE, Intangible asset and Investment Property

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment, intangible assets and investment property recognised as of the transition date, that is, as at April 1, 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of such Property, Plant and Equipment, Intangible Assets and Immovable Property. Accordingly, the Net block as at March 31, 2016 of these assets as per the previous GAAP have been considered as the deemed cost.

v) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind

AS 109 retrospectively from a date of the entity's choice, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

vi) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Under Ind AS 109, at initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognised financial assets, as 'fair value through other comprehensive income' on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

Accordingly, the Company has designated its investments in certain equity instruments at fair value through other comprehensive income on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

3. Ind AS issued but not yet effective:

Ministry of Corporate Affairs ("MCA") through the Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs:

Ind AS 21 : The Effects of Changes in Foreign Exchange Rates

Appendix B to Ind AS 21, Foreign Currency Transactions and Advance Consideration is inserted to clarify the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The Appendix explains that the date of the transaction, for the purpose of determining the exchange rate, to use on the initial recognition of the related asset, expense or income (or part of it) is the date on which the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

If there are multiple payments or receipts in advance, the date of the transaction is determined for each payment or receipt of advance consideration.

The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on its financial statements and the impact is not material.

Ind AS 115 : Revenue from Contracts with Customers

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind As 18 on "Revenue" and Ind AS 11 on "Construction Contracts".

The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

Further, Ind AS 115, requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

Ind AS 115 permits two possible methods of transition:

- Retrospective approach - Under this approach the standard is applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognised at the date of initial application (Cumulative catch - up approach) only to contracts that are not completed contracts on that date. Under this method, cumulative effect is recognised as an adjustment to the opening balance of retained earnings of the annual reporting period.

  The effective date for adoption of Ind AS 115 is accounting period beginning on or after April 1, 2018.

4. Property, Plant and Equipment

Gross Block Amount (₹ in lakhs)

Particulars	Freehold Land	Buildings	Computers	Furniture and Fixtures	Vehicles	Office Equipments	Electrical Fittings	Total
Deemed Cost as at April 1, 2016	**262.15**	**913.11**	**84.98**	**148.01**	**73.48**	**44.88**	**44.29**	**1,570.90**
Additions	-	29.72	194.93	178.86	79.39	43.65	11.84	538.39
Disposals	-	-	(13.63)	(14.62)	-	(6.86)	(5.34)	(40.50)
Balance as at March 31, 2017	**262.15**	**942.82**	**266.28**	**312.25**	**152.87**	**81.67**	**50.79**	**2,068.79**
Additions	-	-	143.98	19.84	-	16.18	2.98	182.98
Disposals	(260.29)	(75.56)	-	-	-	-	-	(335.85)
Balance as at March 31, 2018	**1.86**	**867.26**	**410.26**	**332.09**	**152.87**	**97.85**	**53.77**	**1,915.92**
Accumulated Depreciation								
Balance as at April 1, 2016	-	-	-	-	-	-	-	-
Depreciation Charge for the Year	-	24.78	87.33	71.62	11.93	25.56	9.04	230.25
Disposals	-	-	(13.63)	(14.62)	-	(6.59)	(5.14)	(39.98)
Balance as at March 31, 2017	**-**	**24.78**	**73.69**	**57.00**	**11.93**	**18.97**	**3.90**	**190.27**
Depreciation Charge for the Year	-	24.41	128.99	80.52	21.60	21.86	8.86	286.24
Disposals	-	(16.67)	-	-	-	-	-	(16.67)
Balance as at March 31, 2018	**-**	**32.52**	**202.68**	**137.51**	**33.53**	**40.84**	**12.76**	**459.84**
Net Block amount as at April 1, 2016	262.15	913.11	84.98	148.01	73.48	44.88	44.29	1,570.90
Net Block amount as at March 31, 2017	262.15	918.04	192.59	255.26	140.93	62.70	46.90	1,878.52
Net carrying amount as at March 31, 2018	**1.86**	**834.74**	**207.58**	**194.58**	**119.33**	**57.01**	**41.01**	**1,456.08**

5. Other Intangible Assets

Gross Block amount (₹ in lakhs)

Particulars	Computer Software	Contents	Total
Deemed Cost as at April 1, 2016	**96.84**	**686.04**	**782.88**
Addition	189.94	267.74	457.68
Disposals	-	-	-
Balance as at March 31, 2017	**286.78**	**953.78**	**1,240.56**
Addition	98.72	297.10	395.82
Disposals	-	-	-
Balance as at March 31, 2018	**385.50**	**1,250.88**	**1,636.38**
Accumulated Amortisation			
Balance as at April 1, 2016	-	-	-
Amortisation charge for the year	75.02	379.42	454.44
Balance as at March 31, 2017	**75.02**	**379.42**	**454.44**
Amortisation charge for the year	109.57	355.22	464.79
Balance as at March 31, 2018	**184.59**	**734.64**	**919.23**
Net Block amount as at April 1, 2016	96.84	686.04	782.88
Net Block amount as at March 31, 2017	211.76	574.36	786.12
Net Block amount as at March 31, 2018	**200.90**	**516.24**	**717.15**

5.1 Contents held by the Company are developed by Professional Subject Matter Experts, directly or indirectly. The content used by the Company has entity-specific value. The Contents are protected by legal rights or by a legal duty on employees to maintain confidentiality.

6. Investments: Non-current

Particulars	Face Value of share	As at March 31, 2018		As at March 31, 2017	As at April 1, 2016
		No. of Shares	₹ in lakhs	₹ in lakhs	₹ in lakhs
A. Investments at Cost					
Unquoted					
a. Investments in Equity Instruments					
Subsidiaries					
Attest Testing Services Limited	₹ 10	82,841	8.28	8.28	8.28
Maya Entertainment Limited	₹ 10	2,76,42,107	6,074.35	6,074.35	6,074.35
Aptech Venture Limited	1 Euro	3,45,245	231.40	231.40	231.40
Aptech Training Limited F.Z.E., Dubai	100000 AED	7	66.61	66.61	66.61
Aglsm Sdn.Bhd ' Malaysia	1 RM	5,45,140	105.45	105.45	105.45
Aptech Worldwide Corporation, USA (Refer Note 6.1)	1 US$	-	-	-	-
Subtotal (a)			**6,486.10**	**6,486.10**	**6,486.09**
b. Investments in Redeemable Preference Shares					
Subsidiaries					
Aptech Venture Limited (Refer Note 6.2)	1 Euro	28,41,093	1,904.26	1,904.26	1,904.26
Subtotal (b)			**1,904.26**	**1,904.26**	**1,904.26**
Subtotal (A)			**8,390.36**	**8,390.36**	**8,390.35**
B. Investments at Amortised cost					
Unquoted					
Investments in Preference Shares					
Tata Capital Preference Share (Refer Note 6.3)	₹ 1000.00	2,00,000	2,024.86	-	-
Subtotal (B)			**2,024.86**	**-**	**-**
C. Investments at Fair Value Through Other Comprehensive Income					
Unquoted					
a. Joint Venture					
Aptech Hungama Digital Learning LLP			-	-	1.75
Subtotal (a)			**-**	**-**	**1.75**
b. Other					
Syntea Polland JV	.20 PLN	3,50,000	226.57	64.00	48.46
Handy Training Technologies	₹ 10.00	2,500	-	0.25	0.25
Subtotal (b)			**226.57**	**64.25**	**48.71**
Subtotal (C)			**226.57**	**64.25**	**50.46**
Total Non-current Investments			**10,641.79**	**8,454.61**	**8,440.81**
Aggregate amount of quoted investments and market value thereof			-	-	-
Aggregate amount of unquoted investments			10,641.79	8,454.61	8,440.81
Aggregate amount of impairment in the value of investments			-	-	-

6.1 Wholly Owned Subsidiary, Aptech Worldwide Corporation, USA is wound up during the year and accordingly, the cost of investments, which was already provided, is now written off. The business operations of the said subsidiary for last several years were insignificant.

6.2 Investments in Redeemable Preference Shares issued by Aptech Venture Limited are reedemable at the option of the issuer. Thus, these Preference Shares are in the nature of "Equity Instruments."

6.3 Tata Capital Preference Shares are Fully Paid-up Non-Convertible Cumulative Redeemable Non-Participating Preference Shares ("CRPS"). The CRPS shall carry a preferential right with respect to

i. Payment of dividend calculated at a fixed rate at 7.5 % p.a. on Face Value.

ii. Repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium.

7. Loans: Non-current (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, Considered Good			
Security Deposits	68.94	44.85	14.67
Loans and Advances to Related Parties (Refer Note 7.1)	-	1,536.03	1,302.78
Loans and Advances to Employees	30.33	35.96	33.11
Total	**99.27**	**1,616.84**	**1,350.56**

7.1 During the Year The Company have recovered its unsecured advances to Asian Institute of Communication & Research ("AICAR") which was ₹ 1536.03 lakhs in the previous Year

8. Other Non-current Assets (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital Advance	-	9.49	4.50
Prepaid Expenses	10.43	9.91	18.44
Current Tax Assets (Net) (Refer Note 8.1)	130.74	44.42	46.90
Total	**141.17**	**63.82**	**69.84**

8.1. Current Tax Assets (Net) (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Opening Balance	44.42	46.90	3.86
Additions during the year	613.32	244.52	320.04
Current Tax Expenses	527.00	247.00	277.00
Total	**130.74**	**44.42**	**46.90**

9. Inventories (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Education and Training Materials (Stock-in-Trade)	42.64	68.39	84.73
Total	**42.64**	**68.39**	**84.73**

9.1 The Cost of Inventories recognised as an expenses includes ₹ 21.96 lakhs (Previous Year ₹ 18.73 lakhs) in respect of write down of Inventory to net realisable value. There has been no reversal of such write down in current and previous year.

10. Investments: Current

Particulars	Face Value of Bond	As at March 31, 2018		As at March 31, 2017	As at April 1, 2016
	Amount in ₹	No of Units	₹ in lakhs	₹ in lakhs	₹ in lakhs
Investments Mandatorily measured at Fair Value Through Profit and Loss					
Investments in Tax Free Bonds					
Quoted					
Rural Electrification Tax Free Bond-Series-2A-2028	1,000	-	-	602.27	-
IRFC Tax Free Bond Series 89 Option II-2028-8.46%	10,00,000	12	150.88	588.60	-
NHB Tax Free Bond Series V-2018@8.46%	10,00,000	50	599.91	612.49	-
Total Current Investments			**750.79**	**1,803.36**	**-**
Aggregate amount of quoted investments and market value thereof			750.79	1,803.36	-
Aggregate amount of unquoted investments			-	-	-
Aggregate amount of impairment in the value of investment			-	-	-

11. Trade Receivables

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, Considered Good			
Receivables from Related Parties	1,074.53	803.16	642.37
Receivables from Others	4,684.73	3,242.61	2,460.36
Less: Provision for Expected Credit Loss (Refer Note 11.2)	786.94	414.00	387.14
Total	**4,972.32**	**3,631.77**	**2,715.57**

11.1 Balances of Trade Receivables are subject to confirmation and reconciliation and generally non interest bearing .

11.2 In determining the allowances for Trade Receivables the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.The Company estimates the following matrix at the reporting date."

Particulars	Ageing			
	1-90 days	91-180 days	181-365 days	More than 365 days
Default Rate*	1%	2.50%	5%	20%

*In case of probability of non-collection, default rate is 100%

Movement in the Expected Credit Loss Allowance:

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at the beginning of the Year	414.00	387.14
Allowance for Expected Credit Loss	450.89	99.48
Less : Written off during the year	77.95	72.62
Balances at the end of the Year	**786.94**	**414.00**

12. Cash and Cash Equivalents (₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Cash in hand	9.42	5.43	0.67
Balance with Banks in			
Current Account	769.63	554.59	280.63
Bank Deposits (With Original maturity less than three months)	-	199.00	248.00
EEFC Accounts	145.93	61.59	34.33
Total	**924.98**	**820.61**	**563.63**

13. Other Bank Balances (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Earmarked Balances (Unpaid Dividend)	176.38	162.96	164.92
Bank Deposits (With Original Maturity more than three months)	2,736.07	1,270.85	2,242.00
Total	**2,912.45**	**1,433.81**	**2,406.92**

13.1 Cash at banks earns interest at floating rates based on time deposit rates. Short-term deposits are made for varying periods of between three months and twelve months , depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates. The deposits maintained by the Group with banks comprises time deposits, which can be withdrawn by the Group at any point without prior notice or penalty on the principal.

13.2 As at March 31, 2018, the Company had available ₹927.63 lakhs (March 31, 2017: ₹1,763.50 lakhs, April 1, 2016: ₹4,698.30 lakhs) of undrawn committed borrowing facilities."

13.3 Bank deposits as of March 31, 2018 and March 31, 2017 include restricted balances of ₹ 1,836.07 lakhs and ₹ 658.20 lakhs respectively. The restriction are primarily on account of cash and bank balances held as margin money deposits against guarantees and overdraft facility.

13.4 There are no repatriation restriction with regard to Cash and Cash Equivalents as at the end of the reporting period and in earlier periods.

14. Loans: Current (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, Considered Good			
Loans and Advances to Related Parties (Refer Note 38)	1,370.22	2,340.15	3,071.94
Loans & Advances to Employees	87.35	1.60	25.14
Security Deposits			
Earnest Money Deposits	116.57	137.88	24.75
Other Deposits	118.96	124.50	114.54
Total	**1,693.10**	**2,604.13**	**3,236.37**

14.1. Particulars in respect of loans and advances in the nature of loans to related parties as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(₹ in lakhs)

Name of the Company	Nature of Company	Balances		Maximum outstanding	
		As at March 31, 2018	As at March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017
Attest Testing Services Limited	Subsidiary	1,150.55	1,002.23	1,583.58	1,181.82
Maya Entertainment Limited	Subsidiary	214.26	1,331.19	1,331.29	2,108.61
Aptech Venture Limited	Subsidiary	5.41	5.41	5.41	5.41
Aptech Worldwide Corporation	Subsidiary	-	1.32	1.32	1.32
Total		**1,370.22**	**2,340.15**		

Subsidiary classification is in accordance with the Companies Act, 2013.

14.2. Disclosure pursuant to section 186 of the Companies Act, 2013

(₹ in lakhs)

Particulars	Purpose for which the loan and advances to be utilised by the recipient	As at March 31, 2018	As at March 31, 2017
Attest Testing Services Limited	Working Capital and Project Funding	1,150.55	1,002.23
Maya Entertainment Limited	Working Capital	214.26	1,331.19
Aptech Venture Limited	Working Capital	5.41	5.41
Aptech Worldwide Corporation	General Corporate Purpose	-	1.32
Total		**1,370.22**	**2,340.15**

15. Other Financial Assets: Current

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unbilled Revenue (Refer Note 15.1)	847.98	267.38	515.64
Interest Receivable	46.68	36.08	36.73
Total	**894.66**	**303.46**	**552.37**

15.1 Unbilled Revenue is revenue that is yet to be invoiced for services already delivered. The efforts have been expended (and therefore the revenue has been recognized) and yet, no invoice has been raised. While this could happen due to several reasons, the most common one is the customer delay in acceptance of the deliverables.

16. Other Current Assets

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advance to Suppliers	109.92	88.76	59.78
Prepaid Gratuity	26.68	-	10.11
Prepaid Expenses	137.49	131.06	92.22
Balances with Government Authorities (Refer Note 16.1)	145.75	105.93	87.97
Total	**419.84**	**325.75**	**250.08**

16.1 Includes Input Tax Credit of GST, Service Tax claimed in Trans 1 and VAT.

17. Equity Share Capital

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Authorised Equity Share Capital			
6,00,00,000 (2017: 6,00,00,000, 2016: 6,00,00,000) equity shares of ₹ 10 each	6,000.00	6,000.00	6,000.00
Issued, Subscribed and Paid up			
3,98,93,560 (2017: 3,98,93,560, 2016: 3,98,93,560) equity shares of ₹ 10 each	3,989.36	3,989.36	3,989.36
Total	**3,989.36**	**3,989.36**	**3,989.36**

Movements in Equity Share Capital

Authorised Share Capital

Particulars	No. of shares	₹ in lakhs
As at April 1, 2016	**6,00,00,000**	**6,000.00**
Increase/(Decrease) during the year	-	-
As at March 31, 2017	**6,00,00,000**	**6,000.00**
Increase/(Decrease) during the year	-	-
As at March 31, 2018	**6,00,00,000**	**6,000.00**

Issued, Subscribed and Paid up

Particulars	No. of shares	₹ in lakhs
As at April 1, 2016	**3,98,93,560**	**3,989.36**
Changes during the year	-	-
As at March 31, 2017	**3,98,93,560**	**3,989.36**
Changes during the year	-	-
As at March 31, 2018	**3,98,93,560**	**3,989.36**

17.1 Out of the shares outstanding, 11,271 Equity Shares (11,271 as on March 31, 2017 and 11,271 as on April 1, 2016) of ₹ 10 each fully paid up are represented by 22,542 (22,542 as on March 31, 2017 and 22,542 as on April 1, 2016) Global Depository Receipts (GDRs) of USD 7.175 each.

Terms and Rights attached to Equity Shares

i. Equity shares have a par value of ₹ 10. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the Company in proportion to the number of and amounts paid on the shares held after distribution of all preferential amounts.

ii. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

iii. The Company declares and pays dividend in Indian Rupees and Foreign Currency. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General meeting, except in case of interim dividend.

Details of shareholders holding more than 5% of shares

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	% of Holding	Number of shares	% of Holding	Number of shares	% of Holding
Rare Equity Pvt. Ltd.	84,43,472	21.17	84,43,472	21.17	84,43,472	21.17
Rakesh Jhunjhunwala	50,19,100	12.58	50,19,100	12.58	43,19,100	10.83
Rekha Jhunjhunwala	45,74,740	11.47	45,74,740	11.47	4,0,46,001	10.14

Details of Share reserved for issue under Option Outstanding at the end of the year

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
Equity Shares reserved for ESOP *	1,852,052	185.21	1,809,216	180.92	-	-

* For terms of ESOP, Refer Note 29

18. Other Equity (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Securities Premium Account	8,977.20	8,977.20	8,977.20
Capital Redemption Reserve	1,774.59	1,774.59	1,774.59
Share Options Outstanding Account			
Opening Balance	580.53	-	-
Current Year Provision	1,227.36	580.53	-
Closing Balance	1,807.89	580.53	-
General Reserves	624.98	624.98	624.98
Retained Earnings	7,263.30	6,851.32	5,969.87
Effective Portion of Cash Flow Hedges			
Opening balance	-	6.72	6.72
Charge to Profit and Loss	-	(6.72)	-
Closing Balance	-	-	6.72
Equity Instruments through Other Comprehensive Income			
Opening balance	(201.24)	(216.78)	(216.78)
Gain /(Loss) on Fair Valuation of Equity Instruments	162.58	15.54	
Closing Balance	(38.66)	(201.24)	(216.78)
Total	**20,409.29**	**18,607.38**	**17,136.58**

Securities Premium Account

The Securities Premium Account is used to record the premium on issue of shares. The Reserve is to be utilised in accordance with the provisions of the Companies Act, 2013.

Capital Redemption Reserve

The Capital Redemption Reserve is created by transfering Nominal Value of the Owned Equity shares purchased out of Free Reserves or Securities Premium Account. The Reserve is to be utilised in accordance with the provisions of the Companies Act, 2013.

Share Options Outstanding Account

The Share Option Outstanding Account is used to recognise the Grant date Fair Value of option issued to employees under the Aptech ESOP 2016 scheme. In accordance with the Securities and Exchange Board of India (Share based Employee Benefit) Regulations, 2014 ('SEBI Regulations'), approval of shareholders of the Company was obtained at the Annual General Meeting held on 27th September 2016 to create, offer and grant upto 44,32,620 options under the Aptech ESOP 2016 scheme to the employees of the Company and its subsidiaries. These options will vest in 3rd, 4th and 5th year based on the tenure of eligible employees and performance criteria.

General Reserves

The General Reserve is created from time to time on transfer of profits from Retained Earnings. General Reserve is created by transfer from one component of equity to another and is not an item of Other Comprehensive Income, items included in General Reserve will not be reclassified subsequently to Profit and Loss.

Retained Earnings

The portion of Profits not distributed among the Shareholders but retained and used in business are termed as retained earnings.

The amount of per share dividend recognised as distributions to equity shareholders for the year ended March 31, 2018 and year ended March 31, 2017 was ₹ 3.50 and ₹ 3.00 respectively. The Board of Directors at its meeting held on May 30, 2018 have recommended a Interim dividend of 35% (₹ 3.50 per equity share of par value ₹ 10 each) which would result in a cash outflow of ₹ 1,683.28, inclusive of Dividend Distribution tax for the year ended March 31, 2018. The Board of Directors at its meeting held on May 24, 2017 had recommended a interim dividend of 30% (₹ 3.00 per equity share of par value ₹ 10 each) which would result in a cash outflow of ₹ 1,440.45 lakhs, inclusive of Dividend Distribution Tax for the year ended March 31, 2017.

Effective Portion of Cash Flow Hedges

The Cash Flow Hedging Reserve represents the cumulative effective portion of gains or losses arising on changes in Fair Value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to Profit or Loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedging item.

19. Provisions: Non-current (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Employee Benefit Obligations			
Compensated Leave Absenses (Refer Note 20)	164.39	139.29	140.16
Total	**164.39**	**139.29**	**140.16**

20. Employee Benefit Obligations (₹ in lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Current	Non Current	Current	Non Current	Current	Non Current
Gratuity (Funded)	-	-	13.34	-	-	-
Compensated Leave Absences (Unfunded)	34.34	164.39	53.02	139.29	37.52	140.16
Total	**34.34**	**164.39**	**66.37**	**139.29**	**37.52**	**140.16**

i. Leave Obligations

The leave obligations cover the Company's liability for sick and earned leave. The amount of the provision of ₹ 34.34 lakhs (March 31, 2017 ₹ 53.02 lakhs, April 1, 2016 ₹ 37.52 lakhs) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

ii. Post-Employment Obligations

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately multiplied for the number of years of service as per the Scheme .

iii. Defined Contributions Plans

The Company also has certain defined contribution plans . Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. Amount recognized as an expense during the period towards defined contribution plan is ₹ 246.15 lakhs (March 31, 2017 ₹ 209.91 lakhs).

Balance Sheet Amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the Net Defined Benefits Obligations over the year are as follows:

(₹ in lakhs)

Particulars	As at March 31, 2018			As at March 31, 2017		
	Present Value of Obligation	Fair Value of Plan Assets	Net Amount	Present Value of Obligation	Fair Value of Plan Assets	Net Amount
As at April 1	**559.00**	**(545.66)**	**13.34**	**448.42**	**(458.54)**	**(10.11)**
Interest Expense/(Income)	40.58	(39.61)	0.97	35.83	(36.64)	(0.81)
Current Service Cost	51.19	-	51.19	40.16	-	40.16
Total Amount recognized in Profit and Loss	**91.77**	**(39.61)**	**52.16**	**75.99**	**(36.64)**	**39.35**
Return on Plan Assets, excluding amounts included in interest	-	10.47	10.47	-	0.96	0.96
Remeasurements						
(Gain)/Loss from change in financial assumptions	(27.68)		(27.68)	28.75		28.75
Experience (gains)/losses	85.03	-	85.03	49.39	-	49.39
Total amount recognised in Other Comprehensive Income	**57.35**	**10.47**	**67.82**	**78.15**	**0.96**	**79.10**
Employer Contributions	-	(160.00)	(160.00)	-	(95.00)	(95.00)
Benefit Payments	(154.31)	154.31	-	(43.56)	43.56	0.00
As at March 31	**553.81**	**(580.49)**	**(26.68)**	**559.00**	**(545.66)**	**13.34**

iv. Category of Assets

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Insurance fund	580.49	545.66	458.54
Total	**580.49**	**545.66**	**458.54**

v. Post-Employment Benefits (Gratuity)

The significant actuarial assumptions were as follows:

Total	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Discount rate	7.88%	7.26%	7.80%
Attrition rate			
For ages 29 years and below	10.00%	10.00%	10.00%
For ages 30 years to 39 years	8.00%	8.00%	8.00%
For ages 40 years to 49 years	4.00%	4.00%	4.00%
For ages 50 years and above	1.00%	1.00%	1.00%
Salary escalation rate	5.75%	5.75%	5.75%

Sensitivity Analysis

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Projected Benefits Obligation on Current Assumptions	553.81	559.00
Delta Effect of +1% Change in Rate of Discounting	(40.20)	(67.76)
Delta Effect of -1% Change in Rate of Discounting	45.81	15.15
Delta Effect of +1% Change in Rate of Salary Increase	46.33	15.38
Delta Effect of -1% Change in Rate of Salary Increase	(41.33)	(68.63)
Delta Effect of +1% Change in Rate of Employee Turnover	5.49	(24.94)
Delta Effect of -1% Change in Rate of Employee Turnover	(6.21)	(33.64)

Additional Details

Methodology Adopted for Assured Life Mortality (ALM)	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity Analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count.
	This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis

vi. Maturity Analysis of Projected Benefits Obligation: From the Fund

Maturity Analysis of Projected Benefits Obligation is done considering future salary, attrition & death in respective year for members.

(₹ in lakhs)

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
As at March 31, 2018					
Defined Benefits obligation (Gratuity)	70.56	19.60	106.72	1,280.31	1,477.18
As at March 31, 2017					
Defined Benefits obligation (Gratuity)	103.72	22.16	96.04	273.51	495.43

Risk exposure and Asset Liability Matching

Provision of a defined benefit scheme poses certain risks, some of which are detailed hereunder, as companies take on uncertain long term obligations to make future benefit payments.

1. Liability Risks

a. Asset-liability Mismatch Risk -

Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the Company is successfully able to neutralize valuation swings caused by interest rate movements. Hence companies are encouraged to adopt asset-liability management.

b. Discount Rate Risk -

Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practice can have a significant impact on the defined benefit liabilities.

c. Future Salary Escalation and Inflation Risk -

Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

2. Unfunded Plan Risk

This represents unmanaged risk and a growing liability. There is an inherent risk here that the Company may default on paying the benefits in adverse circumstances, Funding the plan removes volatility in company's financials and also benefit risk through return on the funds made available for the plan.

Note:

The obligation of Leave Encashment is provided for on actuarial valuation by an independent valuer and the same is unfunded. The amount recognised in the Statement of Profit and Loss for the year is ₹ 81.81 lakhs (₹ 61.28 lakhs).

21. Trade Payables (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total Outstanding Dues of Micro, Small and Medium-sized Enterprises (SME)	-	-	-
Trade Payables to Related Parties (Refer Note 38)	2.92	2.92	9.75
Total Outstanding Dues Other than SMEs (Refer Note 21.1)	1,377.31	1,153.06	849.63
Total	**1,380.23**	**1,155.98**	**859.38**

21.1 Balances of Trade payables are subject to confirmation and reconciliation. Trade payables other than SME are non-interest bearing and are normally settled as per the terms.

22. Other Financial Liabilities: Current (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital Creditors	59.67	36.59	9.26
Liability for Expenses	602.86	651.61	775.63
Security Deposits	146.41	147.20	146.85
Total	**808.94**	**835.40**	**931.74**

23. Provisions: Current (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for Employee Benefit Obligations			
Compensated Leaves Absences (Refer Note 20)	34.34	66.37	37.52
Total	**34.34**	**66.37**	**37.52**

24. Other Current Liabilities (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advances Received from Customers	104.57	64.00	70.39
Unearned Revenue (Refer Note 24.1)	86.13	72.84	5.16
Statutory Dues Payable	276.65	213.27	190.83
Unclaimed Dividends	176.38	162.96	164.92
Other Liabilities	3.01	7.31	23.01
Total	**646.74**	**520.38**	**454.30**

24.1 Unearned Revenue is invoice raised in advance for services yet to be delivered. In other words, the underlying services are yet to be given. Unearned revenue is the opposite of Unbilled Revenue.

25. Revenue from Operations (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Sales and Service		
From Training and Education	10,673.45	8,857.20
From Assessment Solution Services	5,240.52	3,465.38
Total	**15,913.97**	**12,322.58**

26. Other Income (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest Income		
On Deposit with Banks	127.23	173.07
On Employee Loans	4.15	36.93
On Others	-	21.16
On Financial Assets Mandatorily measured at Fair Value Through Profit and Loss	42.70	-
On Financial Assets Mandatorily measured at Amortised Cost	95.75	-
Net Gain on Investments Mandatorily measured at Fair Value Through Profit and Loss	17.59	-
Net Gain on Sale of Bonds Mandatorily measured at Fair Value Through Profit and Loss	2.87	-
Dividend Income		
From Subsidiary Company	-	88.92
Reversal of Liabilities	139.18	67.04
Net Foreign Exchange Gains	-	39.80
Net Gain on Sale of Property, Plant and Equipment	-	3.26
Miscellaneous Income	2.23	37.58
Total	**431.70**	**467.77**

27. Change in Inventory of Stock-in-Trade (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Opening Stock		
Traded Goods	68.39	84.73
Less : Closing Stock		
Traded Goods	42.64	68.39
Total	**25.75**	**16.34**

28. Employee Benefits Expense (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Salaries, Incentives and Allowances	4,663.72	3,394.12
Staff Welfare Expenses	121.92	97.20
Contribution to Provident and Other Funds	246.15	209.91
Compensated Leave Absences	81.81	61.28
Gratuity Expenses	46.75	36.81
Total	**5,160.35**	**3,799.32**

28.1 Gratuity Expenses are after capitalising sum of ₹ 5.41 lakhs (₹ 2.54 lakhs) to Contents.

28.2 Managerial Remuneration to Managing Director ('MD') and Wholetime Director ('WTD') as disclosed hereunder: (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Salaries, Incentives and Allowances	401.24	361.94
Contribution to Provident and Other Funds	19.00	18.35
Total	**420.24**	**380.29**

Liabilities for gratuity and leave encashment at the end of tenure has not been considered for calculation of Managerial Remuneration as per section IV of schedule V of Companies Act, 2013.

Application made to the Central Government for waiver of excess remuneration paid in excess of the limit prescribed under sections 197 and 198 read with Schedule-V of the Companies Act, 2013 to the erstwhile Managing Director for the Financial Year 2015-16 which remained pending with the Government, stands abated as provided under the Companies (Amendment) Act, 2017. The Company shall obtain the approval for waiver of excess remuneration from the shareholders at the ensuing annual general meeting. Based on the approval by the Central Government for the Financial Year 2014-15, the Company is in process of recovering the excess remuneration of ₹ 73.92 Lakhs paid to the then Managing Director.

The remuneration provided and paid to the Managing Director during the Financial Year 2017-18 is in excess of the limit prescribed under sections 197 and 198 read with Schedule-V of the Companies Act, 2013 for which the Company will seek waiver at the ensuing Annual General Meeting, till such time the excess remuneration paid is held by the Managing Director in trust for the Company.

29. Share-Based Payments

Employee Option Scheme :

The Members of the Company at its Annual General Meeting held on 27th September, 2016 approved the Aptech Employee Stock Option Scheme 2016 ("the Scheme"). The Employee Stock Option Scheme 2016 is designed to provide incentives to eligible directors and employees of the Company and its subsidiaries, the details of which are given here under:

i. Details of Option Granted and date of Option Granted :

Tranche	Grant Date	No. of Option Granted
I	27-Sep-16	3,591,020
II	19-Oct-16	131,620
III	24-Jan-17	456,250
IV	24-May-17	32,000
V	31-Jul-17	30,000
VI	09-Nov-17	107,730
VII	07-Feb-18	71,000
Total No of Share Granted		**4,419,620**
Grant Price (per share)		67.00
Graded Vesting Plan	Options granted shall vest in various tranches ie. 30% of the options granted shall vest in the third year, 30% of the options granted shall vest in the fourth year and balance 40% of the options granted shall vest in the fifth year	
Maximum Exercise Period	7 years from the date of grant	

ii. Set out below is a summary of Options Granted under the Scheme:

Particulars	As at March 31, 2018		As at March 31, 2017	
	Average exercise price per share option	Number of units	Average exercise price per share option	Number of units
Opening Balance	67.00	4,358,530	-	-
Granted during the year	67.00	244,730	67.00	4,358,530
Exercised during the year		-	-	-
Lapsed during the year	67.00	183,640	-	-
Forfeited during the year		-	-	-
Closing Balance	67.00	4,419,620	67.00	4,358,530
Vested and Exercisable		-	-	-

iii. Share options outstanding at the end of the year have the following expiry dates:

Date of Grant	Exercise Date		Vesting Dates	
27-Sep-16	26-Sep-19	25-Sep-20	25-Sep-21	25-Sep-22
19-Oct-16	18-Oct-19	17-Oct-20	17-Oct-21	17-Oct-22
24-Jan-17	23-Jan-20	22-Jan-21	22-Jan-22	22-Jan-23
24-May-17	23-May-20	22-May-21	22-May-22	22-May-23
31-Jul-17	30-Jul-20	29-Jul-21	29-Jul-22	29-Jul-23
09-Nov-17	08-Nov-20	07-Nov-21	07-Nov-22	07-Nov-23
07-Feb-18	06-Feb-21	05-Feb-22	05-Feb-23	05-Feb-24

iv. Fair Value of Options Granted under the Scheme:

Date of Grant	Option fair valuation (in ₹)	Exercise Price (in ₹)
27-Sep-16	176.55	67.00
19-Oct-16	186.17	67.00
24-Jan-17	202.56	67.00
24-May-17	194.29	67.00
31-Jul-17	207.94	67.00
09-Nov-17	324.18	67.00
07-Feb-18	262.04	67.00

The fair value at grant date is determined by a valuer using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

v. The fair value of each option is estimated on the date of Grant based on the following assumptions:

Particulars	Grant Date	Volatility *	Risk Free rate	Dividend Yield	Life of the Option
Tranche - I	27-Sep-16	0.43	6.95	1.22	4.5
Tranche - II	19-Oct-16	0.43	6.83	1.15	4.5
Tranche - III	24-Jan-17	0.45	6.60	1.05	4.5
Tranche - IV	24-May-17	0.46	6.93	1.62	4.5
Tranche - V	31-Jul-17	0.46	6.66	1.96	4.5
Tranche - VI	09-Nov-17	0.47	6.84	0.94	4.5
Tranche - VII	07-Feb-18	0.47	7.53	1.18	4.5

* Historical Volatility of the Equity Shares of the Company over the relevant previous 4.5 years

vi. Expense arising from Share-Based Payment Transactions: (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
ESOP Compensation Cost (Net)	1,168.97	547.84
Total	**1,168.97**	**547.84**

30. Finance Costs (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest Expense:		
Working Capital Demand Loans Facility	5.97	3.97
Commitment and Finance Charges	0.04	0.12
Total	**6.01**	**4.09**

31. Other Expenses (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Education,Training Expenses and Course Materials	161.36	92.95
Course Execution Charges	4,410.90	3,877.88
Advertisement Expenses	949.24	776.12
Electricity Charges	98.64	54.06
Rental Charges (Refer Note 41.2)	352.59	201.94
Repairs and Maintenance		
Plant and Machinery	19.16	36.08
Buildings	4.90	0.82
Others	88.52	58.87
Traveling and Conveyance	608.46	456.47
Communication Expenses	194.89	129.77
Rates and Taxes	29.29	23.81
Insurance	17.02	20.49
Safety And Security	184.43	119.91
Legal and Professional Fees	282.76	168.83
Loss on Exchange Fluctuation (Net)	13.59	-
Printing and Stationery	65.07	32.89
Director's Commission	16.00	15.50
Director's Sitting Fees	15.20	14.00
Payment to Auditors		
Statutory Audit	14.80	14.80
Tax Audit	5.50	5.50
Limited Review	6.00	6.00
Certification		
Tax Advisory	0.62	0.62
Company Law Matters	0.20	0.20
Other Services	0.78	2.11
Out of Pocket Expense	2.38	1.28
Corporate Social Responsibility Expenditure (Refer Note 31.1)	33.78	16.85
Bad Debts/ Advances Written off	165.69	3.13
Allowance for Expected Credit Loss	450.89	99.48
Miscellaneous Expenses	242.77	185.63
Total	**8,435.43**	**6,415.98**

31.1 Corporate Social Responsibility Expenditure (CSR) (₹ in lakhs)

	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
A.	Gross amount required to be spent by the Company	35.82	45.26
B.	Amount spent and paid on CSR activities included in the Statement of Profit and Loss for the year	-	-
	For Any Other Purpose	33.78	16.85

The Company has constituted a CSR committee as required under Section 135 of the Act, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). The Company has formulated the CSR policy and has identified the CSR intiatives as also methodology for spending the same to ensure appropriate end use of funds so spent.

32. Exceptional items (Net) (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Disposal of Assets (Refer Note 32.1)	1,556.15	-
Total	**1,556.15**	**-**

32.1 During the period ended March 31, 2018 Exceptional items pertain to Profit on sale of Immovable properties of ₹ 1,742.38 lakhs and expenses/ loss of ₹ 186.23 lakhs in connection therewith, resulting in net gain of ₹ 1,556.15 lakhs.

33. Taxation

(a) Income Tax Expense (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Current Tax		
Current tax on Profit for the year	527.00	247.00
Total Current Tax Expenses	527.00	247.00
Deferred Tax		
Decrease /(Increase) in Deferred Tax Assets	(210.50)	-
Increase / (Decrease) in Deferred Tax Liabilities	43.26	-
Total Deferred Tax Expenses/(Benefits)	**(167.25)**	**-**
Income Tax Expense	**359.75**	**247.00**
Income Tax Expense Charged/(Credited) to :		
Profit and Loss account		
Current Tax Expenses	541.47	263.88
Deferred Tax Expenses	(167.25)	-
	374.22	**263.88**
Other Comprehensive Income		
Items that will not be reclassified to Profit and Loss		
Current Tax Expenses		
Loss on Remeasurement of Defined Benefit Plan	(14.47)	(16.88)
	(14.47)	**(16.88)**
Total	**359.75**	**247.00**

(b) Reconciliation of tax expense and accounting profit multiplied by tax rate applicable in India :

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Profit from Operations Before Income Tax Expense	2,279.99	1,207.56
Corporate Tax Rate as per Income Tax Act, 1961	34.61%	34.61%
Tax on Accounting profit	**789.06**	**417.91**
Tax on Income Exempt From Tax:		
Dividend Income	(47.92)	-
Tax on Expenses not Tax Deductible:		
CSR Expenses	11.69	5.83
Expenses in Relation To Exempt Income	1.68	0.42
Other Items	1.15	0.26
Income subject to different tax rates		(16.93)
Excess of Accounting Profit over Taxable Profits for Capital Gains	(93.51)	-
Effect of different tax rate on Deferred Tax	(2.69)	-
Effect of previously unrecognised Unabsorbed Depreciation and losses used to reduce Tax Expense	(684.49)	(376.87)
Entitlement of Unrecognised MAT Credit arising in the Current year	401.59	233.06
Tax effect of profit of current year on which no deferred tax is recognised	(6.09)	-
Excess Provision	3.75	0.20
Income tax expense	**374.22**	**263.88**
Effective tax rate	**16.41%**	**21.85%**

(c) Deferred Tax Asset (Net)

The balance comprises temporary differences attributable to : (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Deferred Tax Assets:			
Leave Encashment	69.44		
MAT credit entitlement	1,354.83	1,354.83	1,354.83
	1,424.27	**1,354.83**	**1,354.83**
Other Items			
Allowance of Expected Credit Loss on Trade Receivables	274.99	133.93	133.93
	274.99	**133.93**	**133.93**
Total Deferred Tax Assets	**1699.26**	**1,488.76**	**1,488.76**
Deferred Tax Liabilities			
Property Plant and Equipment and Intangible Assets	43.26	-	-
Total Deferred Tax Liabilities	**43.26**	**-**	**-**
Net Deferred Tax Assets	**1656.02**	**1,488.76**	**1,488.76**

Movement in Deferred Tax Assets (₹ in lakhs)

Particulars	Defined Benefits Obligations	MAT Credit Entitlement	Other Items	Total Deferred Tax Assets
As at April 1, 2016	**-**	**1,354.83**	**133.93**	**1,488.76**
(Charged)/credited :				
to Profit and Loss	-	-	-	-
to Other Comprehensive Income	-	-	-	-
As at March 31, 2017	**-**	**1,354.83**	**133.93**	**1,488.76**
(Charged)/credited :				
to Profit and Loss	69.44	-	274.99	344.43
to Other Comprehensive Income	-	-	-	-
As at March 31, 2018	**69.44**	**1,354.83**	**408.92**	**1,833.19**

Movement in Deferred Tax Liabilities (₹ in lakhs)

Particulars	Property, Plant and Equipment and Intangible Assets	Financial assets at Fair Value through Profit and Loss	Total Deferred Tax Liabilities
As at April 1, 2016			
(Charged)/credited :			
to Profit and Loss	-	-	-
to Other Comprehensive Income	-	-	-
As at March 31, 2017	**-**	**-**	**-**
(Charged)/credited :			
to Profit and Loss	43.26	-	43.26
to Other Comprehensive Income	-	-	-
As at March 31, 2018	**43.26**	**-**	**43.26**

Under the Indian Income Tax Act, 1961, Aptech Limited is liable to pay Minimum Alternate Tax. MAT paid can be carried forward for a period of 15 years and can be set off against the future tax liabilities. MAT is recognised as a deferred tax asset only when the asset can be measured reliably and it is probable that the future economic Benefits associated with the asset will be realised. Accordingly, Aptech Limited has recognised a deferred tax asset of ₹ 1,354.83 lakhs and has not recognised deferred tax assets in respect of tax credit entitlement amounting to ₹ 3,077 lakhs as at March 31, 2018.

During the year, Deferred Tax has not been recognised on following: (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Unused Tax Losses (Long Term Capital Loss) which expires in		
FY 2018-19	-	609.84
FY 2019-20	1,003.86	1,471.58
FY 2020-21	72.75	72.75
FY 2021-22	69.78	69.78
Total	**1,146.39**	**2,223.95**

34. Fair value measurement

Financial Instruments by category

(₹ in lakhs)

Particulars	As at March 31, 2018			As at March 31, 2017			As at April 1, 2016		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets									
Investments									
Equity Instruments	-	226.57	6,486.10	-	64.25	6,486.10	-	50.46	6,486.09
Bond and Debentures	750.79	-	-	1,803.36	-	-	-	-	-
Preference Shares	-	-	3929.13	-	-	1,904.26	-	-	1,904.26
Trade and Other Receivables	-	-	4,972.32	-	-	3,631.77	-	-	2,715.57
Loans	-	-	1,792.37	-	-	4,220.96	-	-	4,586.93
Cash and Cash Equivalents	-	-	924.98	-	-	820.61	-	-	563.63
Other Bank Balances	-	-	2,912.45	-	-	1,433.81	-	-	2,406.92
Other Current Financial Assets	-	-	894.66	-	-	303.46	-	-	552.37
Total Financial Assets	**750.79**	**226.57**	**21,912.01**	**1,803.36**	**64.25**	**18,800.98**	**-**	**50.46**	**19,215.78**
Financial Liabilities									
Trade payables	-	-	1,380.23	-	-	1,155.98	-	-	859.38
Other Financial Liabilities	-	-	808.94	-	-	835.40	-	-	931.74
Total Financial Liabilities	**-**	**-**	**2,189.17**	**-**	**-**	**1,991.38**	**-**	**-**	**1,791.12**

Fair value of Financial Assets and Financial Liabilities measured at amortised cost:

i. Financial Assets measured at amortised cost:

The Carrying amounts of Trade and Other Receivables and Cash and Cash equivalents are considered to be the same as their fair values, due to their short term nature. The Carrying amounts of loans are considered to be close to their fair values.

ii. Financial Liabilities measured at amortised cost:

The Carrying amount of Trade and Other Payables are considered to be the same as their fair vales due to their short term nature.

Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at Fair Value through (₹ in lakhs)

As at March 31, 2018	Profit and Loss			Other Comprehensive Income			
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Total
Financial assets							
Bonds and Debentures	750.79	-		-	-		**750.79**
Equity Instruments						226.57	**226.57**
Total	**750.79**	**-**	**-**	**-**	**-**	**226.57**	**977.37**

(₹ in lakhs)

As at March 31, 2017	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Total
Financial assets							
Bonds and Debentures	1,803.36	-	-	-	-		**1,803.36**
Equity Instruments						64.25	**64.25**
Total	**1,803.36**	**-**	**-**	**-**	**-**	**64.25**	**1,867.61**

(₹ in lakhs)

As at April 1, 2016	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Total
Financial assets							
Bonds and Debentures	-	-	-	-	-	-	**-**
Equity Instruments						50.46	**50.46**
Total	**-**	**-**	**-**	**-**	**-**	**50.46**	**50.46**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation techniques used to determine Fair Value

Specific Valuation Techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

The fair values of all financial instruments carried at amortised cost are not materially different from their carrying amounts since they are either short-term in nature or the interest rates applicable are equal to the current market rate of interest.

Details of assets considered under Level 3 classification (₹ in lakhs)

Particulars	Investments in equity instruments	
	Syntea Polland	Aptech Hungama Digital
Opening balance as on Apr il 1, 2016	**48.46**	**1.75**
Gain/loss recognised in Other Comprehensive Income	15.54	(1.75)
Closing balance as on March 31, 2017	**64.00**	**-**
Gain/loss recognised in Other Comprehensive Income	162.58	-
Closing balance as on March 31, 2018	**226.57**	**-**

Item	Valuation technique	Significant unobservable inputs	As at March 31, 2018		As at March 31, 2017	
			Movement by	₹ in lakhs	Movement by	₹ in lakhs
Investment in Unquoted Equity Instruments						
Syntea Polland	Comparable Companies Multiples Method (CCM) Refer Note 34.1	Revenue multiple	0.10x	19.02	0.10x	7.44

34.1 Comparable Companies Multiples Method (CCM): An approach that entails looking at market quoted price of comparable companies and converting that into the relevant multiples. The relevant mulitple after adjusting for factors like size, growth, profitability, etc is applied to the relevant financial parameter of the subject company.

35. Financial Risk Management

The Company's activities expose it to business risk, interest rate risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance, the Company's risk management is carried out by a corporate treasury and corporate finance department under policies approved by the board of directors and top management. Company's treasury identifies, evaluates and mitigates financial risks in close cooperation with the Company's operating units. The board provides guidance for overall risk management, as well as policies covering specific areas.

The table below gives the summarised view of the financial risk managed by the Company :

Risk	Risk Exposure arising from	Measurement	Management of risk
Credit Risk	Cash and Cash Equivalents, Trade Receivables, Financial Assets measured at Amortised Cost.	Aging Analysis, Credit Ratings	Diversification of Bank Deposits, Credit Limits and Regular Monitoring.
Liquidity Risk	Borrowings and Other Liabilities	Rolling Cash Flow Forecasts	Availability of surplus Cash, Committed Credit Lines and Borrowing Facilities
Market risk – Foreign Exchange	Recognised Financial Assets and Liabilities not Denominated in Indian Rupee	Cash flow forecasting Sensitivity analysis	Regular monitoring to keep the Net Exposure at an acceptable level, with option of taking Forward Foreign Exchange contracts, if deemed, necessary.
Interest Risk	Investments in Mutual Funds/ Bonds	Credit Ratings	Portfolio Diversification and Regular Monitoring

A. Credit Risk

Credit risk is the risk of incurring a loss that may arise from a borrower or debtor failing to make required payments. Credit risk arises mainly from outstanding receivables, cash and cash equivalents, employee advances and securitydeposits. The Company manages and analyses the credit risk for each of its new clients before standard payment and delivery terms and conditions are offered. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through out each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive looking forward information such as:

i. Actual or expected significant adverse changes in business,

ii. Actual or expected significant changes in the operating results of the counterparty,

iii. Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,

iv. Significant changes in the value of the collateral supporting the obligation or in the quality of the thirdparty guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

The Company measures the expected credit loss of trade receivables and advances from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

B. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal requirements and maintaining debt financing plans.

Financing arrangements

The Company had access to bank overdraft facilities. These facilities may be drawn at any time and may be terminated by the bank without notice.

C. Market risk

Foreign currency risk

1. Foreign currency exposure

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency sales and purchases, primarily with respect to EUR, USD and MYR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR).

The risk is measured through a forecast of foreign currency sales and purchases for the Company's operations.

As of March 31, 2018, the Company's exposure to foreign currency risk, expressed in INR, is given in the table below. The amounts represent only the financial assets and liabilities that are denominated in currencies other than the functional currency of the Company.

(₹ in lakhs)

Particulars	**As at March 31, 2018**			**As at March 31, 2017**			**As at April 1, 2016**		
Financial assets	**EUR**	**USD**	**MYR**	**EUR**	**USD**	**MYR**	**EUR**	**USD**	**MYR**
Trade receivable	-	20.06	-	-	22.27	-	-	15.97	0.37
Less: Derivative instruments									
Sell futures contract *	-	-	-	-	-	-	-	22.39	-
Net exposure to foreign currency risk (assets)	**-**	**20.06**	**-**	**-**	**22.27**	**-**	**-**	**(6.42)**	**0.37**
Financial liabilities	**EUR**	**USD**	**MYR**	**EUR**	**USD**	**MYR**	**EUR**	**USD**	**MYR**
Trade payable	-	0.32	-	-	0.09	-	-	0.06	-
Less: Derivative instruments									
Buy futures contract	-	-	-	-	-	-	-	-	-
Net exposure to foreign currency risk (liabilities)	**-**	**0.32**	**-**	**-**	**0.09**	**-**	**-**	**0.06**	**-**

* In accordance with Companies Risk Mitigating Policy, Company has undertaken Exchange Traded Futures (ETFs) as Cash Flow Hedge against the Future Cash flows.

2. Foreign exchange sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments. The table below shows the sensitivity of profit or loss to a 5% change in foreign exchange rates.

Particulars	**Year ended March 31, 2018**	**Year ended March 31, 2017**
USD Sensitivity		
Increase by 5%	2.5-2.75 %	4.5-5.5 %
Decrease by 5%	2.5-2.75 %	4.5-5.5 %

D. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

1. Exposure to interest rate risk

The Company's deposits & Investments are all at fixed rate and are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

2. Price risk Exposure

The Company's exposure to securities price risk arises from investments held in mutual funds/ Bonds and classified in the balance sheet at fair value through profit or loss. Since these Investments are primarily held in Government bonds its price risk arising from such investments is nil. Quotes of these investments are available from the fund houses.

Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

36. Capital Management

The Company's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide Returns for shareholders and Benefits for other stakeholders,
- Maintain an optimal capital structure to reduce the cost of capital.
- The capital of the Company consist of equity capital and accumulated profits ."

37. Disclosure persuant to Ind AS on 'Operating Segment'

The Company's Managing director (MD) have been identified as the Chief Operating Decision Maker. They examine the Company's performance on an entity level.

The Company has two Operating segments i.e. 'Retail' and ' Non Retail', Thus the segment revenue, segment results, total carrying value of segment assets and segment liabilities, total costs incurred to acquire segment assets, total amount of charge of depreciation during the year are all reflected in the financial statements as at and for the Year ended March 31, 2018.

Segment information

(₹ in lakhs)

Particulars	Year ended March 31, 2018 Operating Segments				Year ended March 31, 2017 Operating Segments			
	Retail	Non-retail	Unallocable	Total	Retail	Non-retail	Unallocable	Total
Revenue								
Income from Segment	9,052.58	6,861.39	-	15,913.97	7,769.54	4,553.04	-	12,322.58
Results before Interest, Tax and Exceptional Items	3,412.65	904.03	(3,785.51)	531.18	2,988.42	1,138.13	(3,182.99)	943.55
Add: Interest income	-	-	198.67	198.67	-	0.06	268.04	268.10
Less: Interest Expenses and Finance Costs	0.04	-	5.97	6.01	0.07	-	4.02	4.09
Profit/(Loss) before Tax and Exceptional Items	**3,412.61**	**904.03**	**(3,592.81)**	**723.84**	**2,988.35**	**1,138.19**	**(2,918.98)**	**1,207.56**
Exceptional Items								
Profit on Disposal of Assets	-	-	1,556.15	1,556.15	-	-	-	-
Profit / (Loss) before Tax	**3,412.61**	**904.03**	**(2,036.66)**	**2,279.99**	**2,988.35**	**1,138.19**	**(2,918.98)**	**1,207.56**
Add /(Less) : Current Tax	-	-	541.47	541.47	-	-	263.88	263.88
: Deferred Tax	-	-	(167.25)	(167.25)	-	-	-	-
Profit / (Loss) after Tax	**3,412.61**	**904.03**	**(2,410.88)**	**1,905.76**	**2,988.35**	**1,138.19**	**(3,182.86)**	**943.68**
Other Information								
Carrying amount of Segment Assets	3,238.06	3,918.83	20,276.40	27,433.29	3,084.99	2,105.79	20,123.38	25,314.16
Carrying amount of Segment Liabilities	916.84	1,182.41	935.39	3,034.64	1,152.11	848.95	716.36	2,717.42
Cost incurred to acquire Segment Property, Plant and Equipment and other intangible assets during the year (net of intercompany)	296.69	255.94	26.17	578.80	397.41	175.25	423.41	996.07
Depreciation / Amortisation	421.63	106.33	223.07	751.04	425.68	30.75	228.28	684.70
Significant Non- cash expenses	337.71	277.30	1,333.77	1,948.77	93.87	8.74	547.84	650.45

(₹ in lakhs)

Particulars	As at March 31, 2018			As at March 31, 2017		
	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	13,878.00	26,128.58	578.80	10,635.34	23,909.41	996.07
Outside India	2,035.97	1,304.70	-	1,687.25	1,404.75	-
Total	**15,913.97**	**27,433.29**	**578.80**	**12,322.58**	**25,314.16**	**996.07**

A. Revenue contributed by any single customer in any of the operating segments, whether reportable or otherwise, does not exceed ten percent of the Company's total revenue.

B. The Company's reportable segments are organised based on the type of customers offered by these segments

C. Basis of identifying operating segments, reportable segments, segment profit and definition of each reportable segment:

   i. Basis of identifying operating segments: Operating segments are identified as those components of the Company

      a. That engage in business activities to earn revenues and incur expenses (including transactions with any of the Company's other components);

      b. Whose operating results are regularly reviewed by the Company's Executive Management to make decisions about resource allocation and performance assessment and "

      c. For which discrete financial information is available.

      The Company has two reportable segments as described under "Segment Composition" as Retail & Non-retail. The nature of services offered by these businesses are different and are managed separately given the different sets of technology and competency requirements.

   ii. Reportable segments: An operating segment is classified as reportable segment if reported revenue (including inter-segment revenue) or absolute amount of result or assets exceed 10% or more of the combined total of all the operating segments.

   iii. Segment profit: Performance of a segment is measured based on segment profit (before interest and tax), as included in the internal management reports that are reviewed by the Company's Executive Management.

38. Related Party Disclosures

a. List of Related Parties:

	Companies where control exists
Subsidiaries	Aptech Training Limited FZE Dubai
	Maya Entertainment Limited
	Attest Testing Services Limited
	AGLSM SDN BHD, MALAYSIA
	Aptech Ventures Ltd, Mauritius
Step Down Subsidiaries	Star International Training and Consultancy Pvt. Ltd. (W.e.f December 23, 2016) (Erstwhile Aptech Global Investment Ltd.) (Subsidiary of Aptech Training Limited FZE, Dubai)
	Aptech Investments Enhancers Ltd, Mauritius (Subsidiary of Aptech Ventures)
Others	Asian Institute of Communication and Research ("AICAR) (upto August 1, 2017)
	Mr. Ninad Karpe
Key Management Personnel	Mr. Anil Pant - Managing Director and CEO
	Mr. Anuj Kacker - Whole Time Director

b. Key Management Personnel Compensation (Refer Note 28)

(₹ in lakhs)

Particulars	**Year ended March 31, 2018**	**Year ended March 31, 2017**
Managing Director and CEO	270.07	282.76
Whole Time Director	150.17	97.53
Total	**420.24**	**380.29**

c. Transactions with Related Parties

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Services Received from Fellow Subsidiary	10.15	39.80
Services Rendered to Fellow Subsidiary (Including Foreign)	867.36	364.24
Pool expenses for Fellow Subsidiary	1,498.60	939.38
Service Received from Other Related Parties	12.79	8.00
Advance to Asian Institute of Communication and Research ("AICAR) (Refer Note 7.1)	77.15	233.26
Loan to Key Managerial Personnel		
Mr. Anuj Kacker	(4.77)	10.88

d. Loans and Advances to Related Parties:

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Name of Company		
Attest Testing Services Limited	1,150.55	1,002.23
Maya Entertainment Limited	214.26	1,331.19
Aptech Venture Limited	5.41	5.41
Aptech Worldwide Corporation	-	1.32
Name of Key Managerial Personnel		
Mr. Anuj Kacker	31.11	35.88
Others		
Asian Institute of Communication and Research	-	1,536.03
Total	**1,401.33**	**3,912.06**

e. Outstanding balances arising from sales/purchases of goods and services

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Trade payables (for purchase of goods and services)			
Fellow Subsidiaries	2.92	2.92	9.75
Trade receivables (for sale of goods and services)			
Fellow Subsidiaries	1,074.53	803.16	642.37

All outstanding balances are unsecured and are repayable through bank.

39. Contingent Liabilities and Contingent Assets

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Claims against the company not acknowledged as Debt (Refer Note 39.1)	101.63	105.30	116.77
Guarantees (Refer Note no. 39.2)	1,109.33	309.58	166.38
	1,210.96	**414.88**	**283.15**

39.1 Claims not acknowledged as debts with respect to the Company's pending litigations comprise of claims against the Company primarily by the Civil & Consumer case pending with Courts. The Company has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

39.2 Guarantees issued with bank are for the projects that are being executed.

39.3 The amounts assessed as Contingent Liability do not include interest that could be claimed by counter parties.

40. Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows: (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Estimated amount of Contracts remaining to be Executed on Capital Account and not provided for	122.11	53.44	268.66
Total	**122.11**	**53.44**	**268.66**

41. Leases

41.1 Non-cancellable Operating Leases (₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Commitments for minimum lease payments in relation to non cancellable operating leases are payable as follows:		
Within 1 year	126.84	213.64
Later than 1 year but not later than 5 years	85.69	144.78
Later than 5 year	-	-
Total	**212.53**	**358.42**

41.2 Rental expense relating to Operating Leases (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Minimum lease payments	352.59	201.94
Total	**352.59**	**201.94**

General Description of leasing agreements:

i. Leased Assets: Offices;

ii. Future Lease rentals are determined on the basis of agreed terms;

iii. At the expiry of lease terms, the Company has an option to return the assets or extend the term by giving notice in writing;

iv. Lease agreements are generally cancellable and are renewable by mutual consent on mutually agreed terms.

42. Earnings Per Share (EPS) (₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
A. Basic Earnings Per Share		
i. Net Profit attributable to Equity Shareholders	1,905.77	943.68
ii. Weighted average number of Equity Shares Outstanding (Nos.)	39,893,560	39,893,560
Basic EPS (₹) (i)/(ii)	**4.78**	**2.37**
B. Diluted Earnings Per Share		
i. Weighted average number of Equity Shares Outstanding (Nos.)	39,893,560	39,893,560
ii. Add: Potential Equity Shares on exercise of ESOPs (Nos.)	1,852,052	1,809,216
iii. Weighted average number of Equity Shares Outstanding for calculation of Dilutive EPS (i+ii)	41,745,612	41,702,776
Diluted EPS (₹) {(A) (i) /(B) (iii)}	**4.57**	**2.26**

43. Disclosure pursuant to Ind AS 101 "First time adoption of Indian Accounting Standards"

43.1 Effects of Ind AS adoption on Balance Sheet

(₹ in lakhs)

Particulars	Notes	As at April 1, 2016 Previous GAAP	As at April 1, 2016 Effect of transition to Ind AS	As at April 1, 2016 Ind AS	As at March 31, 2017 Previous GAAP	As at March 31, 2017 Effect of transition to Ind AS	As at March 31, 2017 Ind AS
ASSETS							
Non-current Assets							
Property, Plant and Equipment		1,570.90	-	1,570.90	1,878.52	-	1,878.52
Capital Work-in-Progress		0.34	-	0.34	-	-	-
Other Intangible Assets		782.88	-	782.88	786.12	-	786.12
Intangible Assets under Development		35.28	-	35.28	34.21	-	34.21
Financial Assets							
Investments	1	8,657.59	(216.78)	8,440.81	8,655.84	(201.23)	8,454.61
Loans		1,350.56	-	1,350.56	1,616.84	-	1,616.84
Deferred Tax Assets (Net)	2	1,354.83	133.93	1,488.76	1,354.83	133.93	1,488.76
Other Non-current Assets		69.84	-	69.84	63.82	-	63.82
Total Non-current Assets		**13,822.22**	**(82.85)**	**13,739.37**	**14,390.18**	**(67.30)**	**14,322.88**
Current Assets							
Inventories		84.73	-	84.73	68.39	-	68.39
Financial Assets							
Investments		-	-	-	1,803.36	-	1,803.36
Trade Receivables	3	3,102.57	(387.00)	2,715.57	4,045.76	(413.99)	3,631.77
Cash and Cash Equivalents		563.63	-	563.63	820.61	-	820.61
Other Bank Balances		2,406.92	-	2,406.92	1,433.81	-	1,433.81
Loans		3,236.37	-	3,236.37	2,604.13	-	2,604.13
Other Financial Assets		552.37	-	552.37	303.46	-	303.46
Other Current Assets		250.08	-	250.08	325.75	-	325.75
Total Current Assets		**10,196.67**	**(387.00)**	**9,809.67**	**11,405.27**	**(413.99)**	**10,991.28**
TOTAL ASSETS		**24,018.89**	**(469.85)**	**23,549.04**	**25,795.45**	**(481.29)**	**25,314.16**
EQUITY and LIABILITIES							
Equity							
Equity Share Capital		3,989.36	-	3,989.36	3,989.36	-	3,989.36
Other Equity	4	17,606.43	(469.85)	17,136.58	19,088.67	(481.29)	18,607.38
Total Equity		**21,595.79**	**(469.85)**	**21,125.94**	**23,078.03**	**(481.29)**	**22,596.74**
Liabilities							
Non-current Liabilities							
Provisions		140.16	-	140.16	139.29	-	139.29
Total Non-current Liabilities		**140.16**	**-**	**140.16**	**139.29**	**-**	**139.29**
Current Liabilities							
Financial Liabilities							
Trade Payables		859.38	-	859.38	1,155.98	-	1,155.98
Other Financial Liabilities		931.74	-	931.74	835.40	-	835.40
Provisions		37.52	-	37.52	66.37	-	66.37
Other Current Liabilities		454.30	-	454.30	520.38	-	520.38
Total Current Liabilities		**2,282.94**	**-**	**2,282.94**	**2,578.13**	**-**	**2,578.13**
Total Liabilities		**2,423.10**	**-**	**2,423.10**	**2,717.42**	**-**	**2,717.42**
TOTAL EQUITY and LIABILITIES		**24,018.89**	**(469.85)**	**23,549.04**	**25,795.45**	**(481.29)**	**25,314.16**

Explanations for reconciliation of Balance Sheet between previous GAAP and Ind AS :

1. Investments :
   Investment includes Equity Investment made in Syntea Polland JV which is being revalued at fair value and loss on Fair valuation of investment has been deducted from Investment.

2. Deferred Tax on ECL :

   Deferred Tax on provision for Expected Credit Loss created on April 1, 2016

3. Expected Credit Loss :

   Adjustment reflects provision for Expected Credit Loss based on risk of default and timing of collection.

4. Other Equity :

   Fair Value of investment, Provision for Expected Credit Loss and Deferred Tax thereon has been adjusted in Retained Earnings

43.2 Statement of reconciliation of Equity under Ind AS and Equity reported under Previous GAAP (₹ in lakhs)

Particulars	As at April 1, 2016	As at March 31, 2017
Opening Balance of Equity as per Previous GAAP	**17,606.43**	**19,088.67**
Provision for Expected Credit Loss	(387.00)	(413.99)
Gain/ (Loss) on fair valuation of Investments	(216.78)	(201.23)
Deferred and Current Taxes	133.93	133.93
Equity as per Ind AS	**17,136.58**	**18,607.38**

43.3. Effect of Ind AS adoption on Statement of Profit and Loss (₹ in lakhs other than EPS)

Particulars	Notes	Year ended March 31, 2017		
		Previous GAAP	**Effect of transition to Ind AS**	**Ind AS**
Revenue from Operations		12,322.58	-	12,322.58
Other Income		467.77	-	467.77
Total Income		**12,790.35**	**-**	**12,790.35**
Expenses				
Purchases of Stock-in-Trade		114.52	-	114.52
Changes in Inventories of Stock-in-Trade		16.34	-	16.34
Employee Benefits Expense		3,878.42	(79.10)	3,799.32
Share Based Payment to Employees		547.84	-	547.84
Finance Costs		4.09	-	4.09
Depreciation and Amortisation Expense		684.70	-	684.70
Other Expenses	1	6,388.98	27.00	6,415.98
Total Expenses		**11,634.89**	**(52.10)**	**11,582.79**
Profit Before Exceptional Items and Tax		**1,155.46**	**52.10**	**1,207.56**
Exceptional Items (Net)		-	-	-
Profit Before Tax		**1,155.46**	**52.10**	**1,207.56**
Income Tax Expense				
Current Tax		247.00	16.88	263.88
Deferred Tax		-	-	-
Total Tax Expense		**247.00**	**16.88**	**263.88**
Profit for the year		**908.46**	**35.22**	**943.68**
Other Comprehensive Income				
Items that will not be reclassified to Profit and Loss				
i. Loss on Remeasurement of Defined Benefit Plan		-	(79.10)	(79.10)
ii. Gain on Fair Valuation on Equity Instruments	2	-	15.54	15.54
iii. Income Tax on above		-	16.88	16.88
Other Comprehensive Income for the year (Net of Tax)		**-**	**(46.68)**	**(46.68)**
Total Comprehensive Income for the year		**908.46**	**(11.46)**	**897.00**

Explanations for reconciliation of Statement of Profit and loss between previous GAAP and Ind AS :

1. Expected Credit Loss :

   Under previous GAAP, loss provision for trade receivable was created based on credit risk assessment. Under Ind AS, these provisions are created based on risk of default and timing of collection.

2. Fair valuation of Equity Instrument :

   Adjustment reflects impact of diminution in the Value of Investment on account of Fair Valuation of Investment in Syntea Polland JV.

43.4 Statement of reconciliation of total comprehensive income for the period ended March 31, 2017:

(₹ in lakhs)

Particulars	As at March 31, 2017
Net Profit after tax as per as per Previous GAAP	**908.46**
Impact of Provision for Expected Credit Loss	(27)
Reclassification of Net Actuarial Gain/ (Loss) on employee defined benefit obligations to OCI	79.10
Deferred and current taxes	(16.88)
Net Profit after tax as per as per Ind AS	**943.68**
Other Comprehensive Income (Net of Tax)	(46.68)
Total Comprehensive Income as per Ind AS	**897.00**

44. Foreign Currency Exposure which are not hedged

(₹ in lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Trade Receivables	1,304.70	1,404.75
Total	**1,304.70**	**1,404.75**

45. The figures for the previous year has been regrouped/ rearranged/ reclassified wherever necessary to correspond with figures of current year.

As per our attached report of even date.
For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors of
APTECH LIMITED

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

Salient features of Financial Statement of Subsidiary/ Associalts/ Joint Ventures as per Companies Act, 2013 (Form AOC-1)

Particulars	Maya Entertainment Limited	Attest Testing Service Limited	Aglsm Sdn.bhd. Malasiya	Aptech Training Limited. Fze, Dubai	Aptech Investment Enhancers Limited. Mauritius	Aptech Ventures Limited. Mauritius	Star International Training & Consultancy Private Limited	Total Subsidiary	Aptech Philippines Incorporation
Equity capital	2,764.21	8.28	105.45	66.61	209.46	209.46	362.70	**3,726.19**	1.68
Preference capital		-	-	-	1,908.26	1,908.26		**3,816.52**	
Reserves	(2,231.30)	254.72	133.30	49.53	8,676.62	(0.06)	(415.73)	**6,467.08**	
Total Assets (exclude investments)	1,717.38	1,782.91	425.17	867.91	0.59	0.59	42.18	**4,836.75**	7.06
Total Liabilities (excluding capital and reserves)	1,186.97	1,519.91	186.42	752.05	19.71	18.65	58.79	**3,742.50**	5.38
Investment other than Investment in subsidiary	2.50	-						**2.50**	
Income	5,250.31	1,989.24	404.22	1,781.35	-	-	-	**9,425.12**	
Profit / (loss) before tax	1,082.60	133.60	117.50	58.90	(2.81)	(2.89)	(10.35)	**1,376.55**	-
Provision for taxation	(20.78)	(3.52)	14.48	-	-	-		**(9.82)**	
Exceptional items								**-**	
Profit after tax	1,103.38	137.12	103.02	58.90	(2.81)	(2.89)	(10.35)	**1,386.37**	-
Proposed/ Interim dividend	-	-	-	-	-	-	-	**-**	
Reporting currency (other than ₹)			MYR	USD ($)	Euro	Euro	Euro		Peso
Closing rate			16.79	65.04	80.62	80.62	80.62		1.25
% of Shareholding	100.00	100.00	100.00	100.00	100.00	100.00	100.00		40.00
Country	INDIA	INDIA	MALAYSIA	DUBAI	MAURITIUS	MAURITIUS	MAURITIUS		PHILIPINES

The Annual Accounts for 2017-18 for all the subsidiaries are available at Company's registered office. Any investor either of holding company or any subsidiary sompany can seek any information at any point of time by making a request in writing to the Company Secretary of the Company.

For and on behalf of the Board of Directors of
APTECH LIMITED

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din : 00515412

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

Additional information pursuant to para 2 of general instruction for the preparation of Consolidated Financial Statement.

Name of the Subsidiary	Reporting Currency	Net Assets i.e. total assets minus total liabilities		Share in Total Comprehensive Income	
		As % of Consolidated Net Asset	₹ in lakhs	As % of Consolidated Profit or loss	₹ in lakhs
Parent					
Aptech Limited	₹	87.38	24,398.65	59.38	2,015.00
Subsidiaries					
Indian					
Maya Entertainment Limited	₹	(19.85)	(5,541.42)	32.28	1,095.33
Attest Testing Services Limited	₹	0.91	254.72	3.99	135.42
Foreign				-	
AGLSM SDN.BHD , Malaysia	MYR	0.49	136.79	3.04	103.03
Aptech Worldwide Corporation, USA	USD	0.00	0.10	0.05	1.71
Aptech Training Limited FZE	USD	1.48	412.15	1.74	58.90
Aptech Investment Enhancers Limited (Subsidiary of Aptech Ventures Limited)	Euro (€)	31.08	8,677.81	(0.08)	(2.81)
Aptech Ventures Limited	Euro (€)	(0.14)	(37.73)	(0.09)	(2.89)
Star International Training and Consultancy Pvt. Ltd. (W.e.f 23rd dec'2016 (Erstwhile Aptech Global Investment Limited) (Subsidiary of Aptech Training Limited FZE)	Euro (€)	(1.36)	(378.96)	(0.30)	(10.35)
Other Investments					
Aptech Philippines Incorporation	Peso	-	0.67	-	-
Total		**100.00**	**27,922.78**	**100.00**	**3,393.35**

For and on behalf of the Board of Directors of
APTECH LIMITED

ANIL PANT
Managing Director & CEO
Din :07565631

VIJAY AGGARWAL
Director
Din :00515412

T. K. RAVISHANKAR
Executive Vice President & CFO

KETAN SHAH
Company Secretary

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of APTECH LIMITED will be held on Thursday, 26th July 2018 at 4.00 p.m. at "Rangaswar Hall", 4th Floor, Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended 31st March 2018, and the Reports of the Board of Directors and Auditors thereon;

2. To appoint a Director in place of Mr. Ninad Karpe having DIN: 00030971 who retires by rotation and is eligible for reappointment.

3. To ratify the appointment of M/s Bansi S. Mehta & Co. Chartered Accountants (Firm registration no. 100991W) as the Statutory Auditors of the Company who were appointed for a term of 5 years commencing from the financial year 2017-18 at the last annual general meeting.

ORDINARY BUSINESS:

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

   "RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Madhusudan Kela [DIN: 05109767], who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing under Section 160 of the Act along with requisite deposit proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company upto 8th November 2022, subject to satisfying the criteria of independence in terms of the Companies Act 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation"

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

   "RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Nikhil Dalal [DIN: 00316871], who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing under Section 160 of the Act along with requisite deposit proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company upto 29th May 2023, subject to satisfying the criteria of independence in terms of the Companies Act 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation"

6. To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vijay Aggarwal (DIN: 00515412), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f 1st April, 2019."

7. To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ramesh Damani (DIN: 00304347), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f 1st April, 2019."

8. To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time, consent of the Company be and is hereby accorded for payment of remuneration made to Mr. Anil Pant of Rs. 2,70,06,592 during the financial year ended 31st March 2018 and to waive recovery of remuneration paid to Mr. Pant in excess of the limits prescribed under the provisions of the Act read with Schedule V of the Act of Rs. 30,06,592 for the said financial year."

9. To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time, consent of the Company be and is hereby accorded for payment of remuneration made to Mr. Ninad Karpe of Rs. 2,13,49,328 during the financial year ended 31st March 2016 and to waive recovery of remuneration paid to Mr. Karpe in excess of the limits prescribed under the provisions of the Act read with Schedule V of the Act of Rs. 1,30,68,285 for the said financial year."

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representatives to attend and vote on their behalf in the meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd July, 2018 to 26th July, 2018 (both days inclusive)

6. Details under SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.

7. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

8. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2017-18 will also be available on the Company's website www.aptech-worldwide.com for their download.

9. 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.

10. Those Members who have so far not encashed their dividend warrants in respect of the dividend declared for the period/year ended 31st March 2011 (final), 31st March 2012 (interim), 31st March 2012 (final), 31st March 2013 (interim) 31st March 2013 (final), 31st March 2014 (two interims), 31st March 2015 (two interim), 31st March, 2016 (interim) 31st March, 2017 (interim) and 31st March 2018 (interim) may approach the Company or Registrar and Share Transfer Agents for the payment thereof.

11. **Voting through electronic means**

    The Companies Act, 2013 has prescribed the provisions of voting through electronic means. In Compliance with provisions of Section 108 of the Companies Act, 2013 and rules thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide Members, facility of electronic voting system to exercise their right to vote on business to be transacted at the 18th Annual General Meeting (AGM) of the Company by electronic means through Karvy Computershare Private Limited (Karvy).

    The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their voting right at the meeting. Facility of voting through insta poll shall also be made available at the meeting.

    (i) The remote e-voting facility will be available during the following period:

       a) Day, date and time of commencement of remote e-voting: Monday, 23rd July, 2018 at 9.00 a.m.

       b) Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: Wednesday, 25th July, 2018 at 5.00 p.m.

    (ii) The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being 19th July, 2018.

(iii) Any person who acquires Shares of the Company and becomes Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date i.e. 19th July, 2018, may obtain the User Id and password in the manner as mentioned below:

a) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS:

MYEPWD<space> E-Voting Event Number +Folio number or DPID Client ID to +91-9212993399

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical:

MYEPWD<SPACE> XXXX1234567890

b) if e-mail address or mobile number of the Member is registered against Folio No./ DPID Client ID, then on the home page of https://evoting.karvy.com, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

c) Member may call Karvy's Toll free number 1-800-3454-001.

d) Member may send an e-mail request to evoting@karvy.com.

(iv) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

(v) Details of Website: https://evoting.karvy.com

(vi) Details of persons to be contacted for issues relating to e-voting:

Mr. Anil Dalvi

Karvy Computershare Private Limited

Unit : Aptech Limited

Karvy Selenium Tower B, Plot 31-32,

Gachibowli, Financial District, Nanakramguda,

Hyderabad – 500 032.

Tel. No.: +91 40 67162222

Toll Free No.: 18003454001

Fax No.: +91 40 23001153;

E-mail: evoting@karvy.com.

(vii) Details of Scrutinizer: Mr. Jay Mehta, Practicing Company Secretary (Membership No. ACS 8672) has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

(viii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 19th July, 2018. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.

(ix) **The procedure and instructions for remote E-Voting facility are as follows:**

A. In case of shareholders receiving email from Karvy:

i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.

ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No./DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote

iii. After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein they are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

iv. You need to login again with the new credentials.

v. On successful login, the system will prompt you to select the E-Voting Event Number for - "Aptech Limited".

vi. If you are holding shares in Demat form and had logged on to https://evoting.karvy.com and casted your vote earlier for any other Company, then your existing login id and password are to be used.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 19th July, 2018 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.

viii. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: jaymehtaandassociates@gmail.com with a copy to evoting@ karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name,_EVENT NO."

B. In case of shareholders receiving Notice by post:

i. User ID and Initial password are provided overleaf.

ii. Please follow all steps from Sl. No. (i) to Sl. No. (xiiii) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Mr. Anil Dalvi of Karvy Computershare Private Limited at 040- 67162222 or at 1800-3454-001 (toll free).

12. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM shall unblock the votes cast by remote E-voting and Insta-Poll, in the presence of at least two(2) witness not in the employment of the Company and will make a Consolidated Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the meeting.

13. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.

14. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.aptech-worldwide.com) and on Karvy's website (https://evoting.karvy.com). The results shall simultaneously be communicated to Stock Exchanges.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item 4.

Mr. Madhusudan Kela was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors of the Company at its meeting held on 9th November 2017.

Mr. Madhusudan Kela has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, his appointment as Independent Director is now being placed before the Members in the Annual General Meeting for their approval.

Mr. Madhusudan Kela is regarded as a thought leader on Indian markets, with an illustrious investment career spanning almost 25 years. He was the Chief Investment Strategist at Reliance Capital Ltd. (RCAP), India's largest asset manager with assets under management (AUM) of c60bn USD. In this role he both oversaw the Investment function at RCAP, and also played a critical part in forging RCAP's strategic relationships with global players like Nippon Life & Sumitomo Mitsui. He stepped down from this role in June 2017, to pursue his personal interests.

Prior to his most recent stint, He headed the Equity Investments at RCAP's asset management business, Reliance Mutual Fund (RMF) for nearly a decade. He was a founding member of Reliance Capital Asset Management (which houses RMF), and built the investment team from scratch, handpicking key personnel.

He has received several accolades for his contribution to the markets, including the 2004 Business Standard Equity Fund Manager of the Year by Mr. Manmohan Singh, then Prime Minister of India. Under him, RMF was rated the most trusted Mutual Fund House for three consecutive years by Economic Times. He is widely acknowledged as among the top investment professionals in India, and his views are closely tracked by Indian & global business media.

He holds a Masters Degree in Management (Finance) from the Mumbai University.

He does not hold any shares in the Company. The Board considers that Mr. Madhusudan Kela's association would be of immense benefit to the Company and it is desirable to avail services of Mr. Kela as an Independent Director. Accordingly, the Board recommends the Ordinary Resolutions set out at Items No. 4 of the Notice for approval by the Members.

Mr. Madhusuadan Kela is interested in the Resolution mentioned at Item No. 4 of the Notice with regard to his appointment. Other than him as appointee, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Regulation 26(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No.5

Mr. Nikhil Dalal was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors of the Company at its meeting held on 30th May 2018.

Mr. Nikhil Dalal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, his appointment as Independent Director is now being placed before the Members in the Annual General Meeting for their approval.

After graduating from Carnegie Mellon University, Pittsburgh, Nikhil had many opportunities to work in the United States. However he was passionate about education and giving children in India the opportunities to explore and develop thinking skills from a young age rather than the rote learning rigour. Before co-founding JBCN Education, Nikhil Dalal worked at Rabo and Yes Bank, both financial start ups, the experience at these institutions prepared him to handle the nuances of growing organisations and an understanding of finance.

Today Nikhil is at the helm of JBCN Education Pvt Ltd as the Managing Director. Currently the JBCN International School are operating from 3 campuses: Parel, Oshiwara and Borivali with 3000 students all across. These schools are co-educational institutes that concentrate on international education – in terms of both board and teaching learning strategies.

Today under his dynamic leadership JBCN has launched its new initiative "Nation of Learning Excellence" an endeavour to provide top-quality professional development opportunities from across the world and India to educators across the spectrum.

He is also a member of The Entrepreneurs' Organization (EO) - a Global business network of 11,000+ leading entrepreneurs in 157 chapters and 48 countries. In an endeavour to nurture compassion in the hearts of the young generation he has introduced the outreach programmes that come alive through the JBCN Heals, Cares and Aware banner, adopting principles of the UN global sustainability project in daily practice.

He does not hold any shares in the Company. The Board considers that Mr. Nikhil Dalal's association would be of immense benefit to the Company and it is desirable to avail services of Mr. Dalal as an Independent Director. Accordingly, the Board recommends the Ordinary Resolutions set out at Items No. 5 of the Notice for approval by the Members.

Mr. Nikhil Dalal is interested in the Resolution mentioned at Item No. 5 of the Notice with regard to his appointment. Other than him as appointee, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Regulation 26(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item nos. 6 and 7

Mr. Vijay Aggarwal and Mr. Ramesh Damani were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to 31st March 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Board of Directors of the Company, on the basis of their performance evaluation, has recommended reappointment of Mr. Vijay Aggarwal and Mr. Ramesh Damani as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Vijay Aggarwal is Managing Director of PRISM JOHNSON LIMITED (Formerly known as Prism Cement Limited), one of India's leading integrated building materials company. Mr. Aggarwal acts as an Independent Director on the board of Asianet Satellite Communications Ltd., Exide Industries Ltd., and Exide Life Insurance Company Ltd. He is also on the Board of Raheja QBE General Insurance Company Limited. He graduated from IIT Delhi with a B.Tech in Electrical Engineering and completed his PGDM degree from IIM Ahmedabad, where he was conferred the gold medal for being the first ranker. Earlier, he has been the Chairman of Indian Council of Ceramic Tiles & Sanitaryware (ICCTAS), the apex body of ceramic tile industry in India, and has been the member of the managing committee of the Bombay Chamber of Commerce & Industry.

Mr. Ramesh Damani is a Member of the Bombay Stock Exchange Limited and is one of the well-known faces of the stock broking community in India. He has been a Broker for over 16 years. Mr. Damani holds a Bachelor's Degree in Commerce from HR College in Mumbai and has a Master's Degree in Business Administration from California State University, Northridge, US. He is currently Chairman of Avenue Supermarts Ltd. [popularly known as Dmart] and the Managing Director of Ramesh S.Damani Finance Pvt. Ltd. He was the well-known host of the TV show 'Wizards of Dalal Street' on CNBC TV18 and is frequently invited to comment on financial issues on business channels such as CNBC & NDTV. He also hosts a weekly chat show on Moneycontrol.com."

The Board, considers that, given their background and experience and valuable contributions made by them during their tenure, the continued association of Mr. Vijay Aggarwal and Mr. Ramesh Damani would be immensely beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Vijay Aggarwal and Mr. Ramesh Damani as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company upto 31st March 2024.

Mr. Vijay Aggarwal and Mr. Ramesh Damani are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from them that they meet with the criteria of independence. In the opinion of the Board, they fulfil the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations.

Mr. Vijay Aggaral and Mr. Ramesh Damani are interested in the resolutions set out respectively at Item Nos. 6 and 7 of the Notice with regard to their respective re-appointments. Other than them, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Regulation 26(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item no. 8

Even though the Company earned net profits on standalone basis as well as on consolidated basis in the year 2017-18, the remuneration paid to Mr. Anil Pant exceeded the prescribed remuneration laid down in Schedule V of the Companies Act, 2013. Consent of the shareholders is being sought for remuneration paid to Mr. Anil Pant during the financial year 2017-18 and to waive recovery of excess remuneration paid to him as computed under the provisions of Schedule V of the Act.

Taking into account the exceptional performance and dedication of Mr. Anil Pant, who has justified the position assigned to him, the Board of Directors of your Company has approved waiver of recovery of excess remuneration paid to him during 2017-18. The Board therefore recommends the resolution for approval of the shareholders.

Mr. Anil Pant is interested in the Resolution mentioned at Item No. 8 of the Notice. Other than Mr. Pant, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution.

Item no. 9

Mr. Ninad Karpe was the Managing Director & CEO of the Company from 1st April 2009 to 2nd November 2016. His remuneration was approved by the shareholders in the Annual General Meeting held on 14th November 2014.

Even though the Company earned net profits on standalone basis as well as on consolidated basis in the year mentioned in the Special Resolution, the remuneration paid to Mr. Ninad Karpe exceeded the prescribed percentage of profits computed in the manner laid down in Section 196, 197 of the Act and hence exceeded the limits prescribed under the Act read with Schedule V. Accordingly consent of the shareholders is being sought for waiver of recovery of excess remuneration paid to him as computed under the provisions of Schedule V of the Act.

Considering consistent performance of Mr. Karpe during his stint, the Board of Directors of your Company has approved waiver of recovery of excess remuneration paid to him during the said financial year and recommends the resolution for approval of the shareholders.

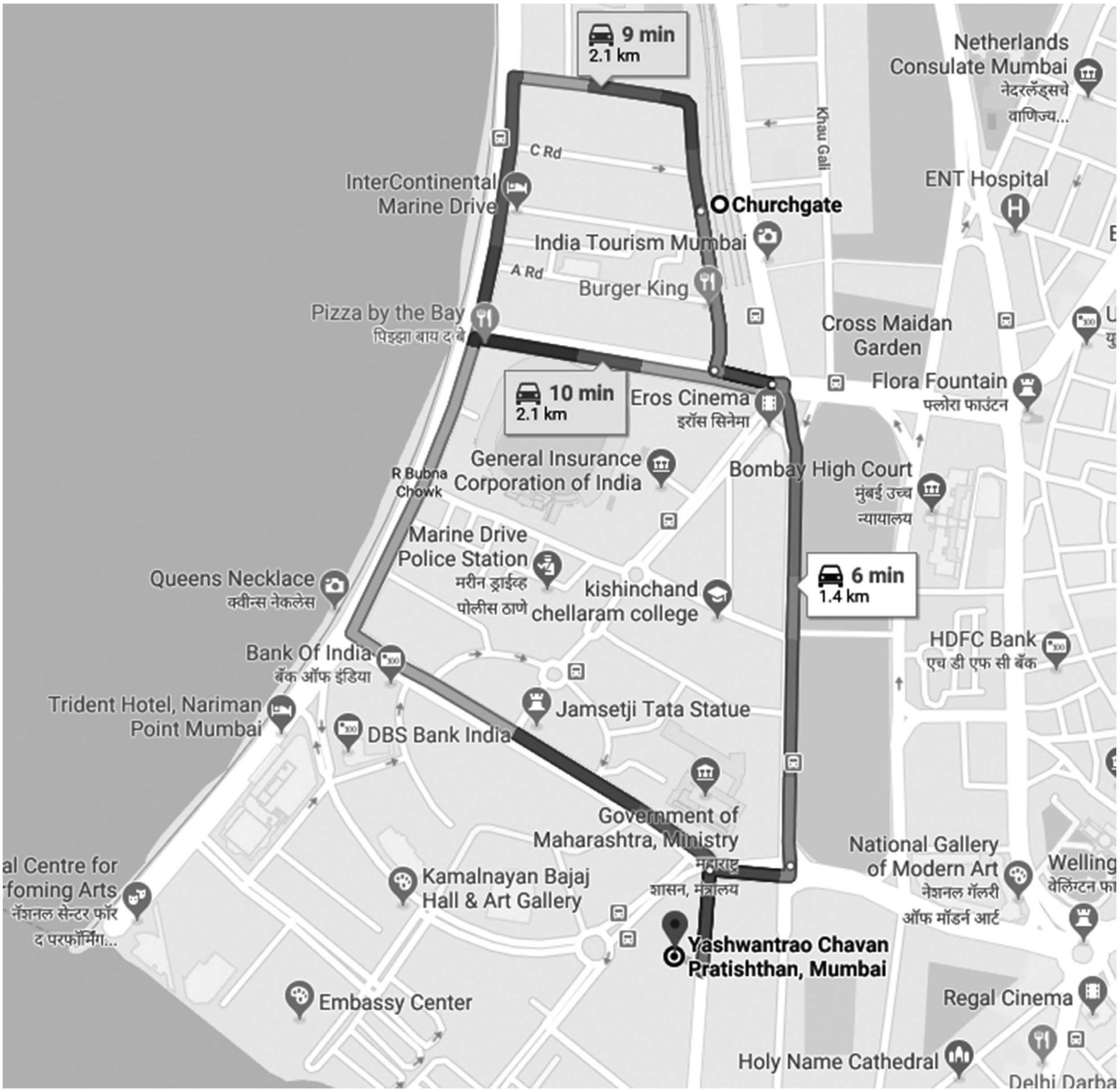
Mr Ninad Karpe is interested in the Resolution mentioned at Item No. 9 of the Notice. Other than Mr Karpe, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 25th June, 2018

Ketan H. Shah
Company Secretary

Route Map


9 min
2.1 km
Netherlands Consulate Mumbai
नेदरलँड्सचे वाणिज्य...
C Rd
Khau Galli
InterContinental Marine Drive
Churchgate
ENT Hospital
India Tourism Mumbai
A Rd
Burger King
Pizza by the Bay
पिझ्झा बाय द बे
Cross Maidan Garden
Flora Fountain
फ्लोरा फाउंटन
10 min
2.1 km
Eros Cinema
इरॉस सिनेमा
General Insurance Corporation of India
R Bubna Chowk
Bombay High Court
मुंबई उच्च न्यायालय
Marine Drive Police Station
मरीन ड्राईव्ह पोलीस ठाणे
Queens Necklace
क्वीन्स नेकलेस
kishinchand chellaram college
6 min
1.4 km
HDFC Bank
एच डी एफ सी बँक
Bank Of India
बँक ऑफ इंडिया
Trident Hotel, Nariman Point Mumbai
DBS Bank India
Jamsetji Tata Statue
Government of Maharashtra, Ministry
महाराष्ट्र शासन, मंत्रालय
National Gallery of Modern Art
नेशनल गॅलरी ऑफ मॉडर्न आर्ट
Kamalnayan Bajaj Hall & Art Gallery
Yashwantrao Chavan Pratishthan, Mumbai
Regal Cinema
Embassy Center
Holy Name Cathedral

Details of directors seeking appointment required under Clause 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

Name of Director	Mr. Ninad Karpe	Mr. Madhusudan Kela	Mr. Nikhil Dalal	Mr. Ramesh Damani	Mr. Vijay Aggarwal
Date of Birth	4th March, 1961	28th May, 1968	9th October, 1981	12th May, 1957	8th July, 1968
Date of Appointment	3rd November, 2016	9th November, 2017	30th May, 2018	28th October, 2005	28th October, 2005
Qualification	Bcom, CA, LLB	Masters in Finance Management	Bachelors of Science in Business Administration with double major in Finance & Computer Information Technology.	Bcom, Masters in Business Administration	B.Tech in Electrical Engineering, PGDM
Nature of his expertise in specific functional areas	General Management including strategy, operation, Marketing, HR, Finance & Technical	Investment Research, Investment Management	Academic Consultant, Finance.	Finance & Media	General Management
Relationship inter-se with other directors/ key managerial personnel	-	-	-	-	-
Directorship in other listed Indian companies	Savita Oil Technologies Limited	-	-	Avenue Supermarts Limited	1. Prism Johnson Ltd. 2. Exide Industries Ltd
Chairman/Member of any committee of the board of directors	Savita Oil Technologies Limited Stakeholders'' Relationship Committee - Chairman	-	-	Avenue Supermarts Limited Audit Committee - Member	1. Asianet Satellite Communications Ltd - Audit Committee – Chairman 2. Exide Industries Ltd - Audit Committee – Member 3. Prism Johnson Ltd -Stakeholders Relationship Committee – Member 4. Exide Life Insurance Company ltd - Audit Committee – Chairman 5. Raheja QBE General Insurance Co ltd - Audit Committee - Member
Shareholding, if any in the Company	NIL	NIL	NIL	2,08,500	NIL

Aptech Limited

Registered Office: Aptech House, A -65, M.I.D.C., Marol, Andheri (E), Mumbai 400093.
Tel.: 022 28272386 • Fax: 91 22 2827 2399 • CIN –L72900MH2000PLC123841 • Website: www.aptech-worldwide.com

ATTENDANCE SLIP

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

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

I hereby record my presence at the Eighteenth Annual General Meeting of APTECH LIMITED will be held on Thursday, 26th July, 2018 at "Rangaswar Hall" , 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Chavan Hall next to Sachivalaya Gymkhana, Mumbai 400 021 at 4.00 p.m.

______________________________ Name of the Member/Proxy

______________________________ Signature of attending Member/Proxy holder(s)

*Applicable for Investors holding shares in electronic form.

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

Aptech Limited

Registered Office: Aptech House, A -65, M.I.D.C., Marol, Andheri (E), Mumbai – 400093.
Tel.: 022 28272386 • Fax: 91 22 2827 2399 • CIN –L72900MH2000PLC123841
• Website: www.aptech-worldwide.com

PROXY FORM

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

I/We, being the member(s) of ______________________________ Shares of Aptech Limited, hereby appoint

1. Name : ______________________________ E-mail Id: ____________________
   Address: ______________________________ Signature: ____________________
   or failing him
2. Name : ______________________________ E-mail Id: ____________________
   Address: ______________________________ Signature: ____________________
   or failing him
3. Name : ______________________________ E-mail Id: ____________________
   Address: ______________________________ Signature: ____________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the the Eighteenth Annual General Meeting of APTECH LIMITED will be held on Thursday, 26th July, 2018 at "Rangaswar Hall" , 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Chavan Hall next to Sachivalaya Gymkhana, Mumbai 400 021.at 4.00 p.m and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Accounts, Directors Report and Auditors Report for FY 2017-18.
2. Re-appointment of Mr. Ninad Karpe as Director retiring by rotation.
3. Ratification of appointment of M/s. Bansi S. Mehta & Co.as Statutory Auditor.
4. Appointment of Mr. Madhusudan Kela as an Independent Director.
5. Appointment of Mr. Nikhil Dalal as an Independent Director.
6. Re-appointment of Mr. Vijay Aggarwal as an Independent Director.
7. Re-appointment of Mr. Ramesh Damani as an Independent Director.
8. Waiver of excess remuneration paid to Mr. Anil Pant for FY 2017-18
9. Waiver of excess remuneration paid to Mr. Ninad Karpe for FY 2015-16.

Signature(s) of Member(s) ____________________

Signature of Proxy holder(s) ____________________

Affix
Revenue
Stamp

NOTE: The Proxy, in order to be effective, must be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

NOTES

NOTES

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 tired 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 risk, uncertainties and ever 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 forwardlooking statements, whether as a result of new information, future events or otherwise.

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Unleash your potential

Aptech ENGLISH LEARNING ACADEMY
Unleash your potential

Aptech BANKING & FINANCE ACADEMY
Unleash your potential

BOOK - POST

if undelivered please return to:

M/s. Karvy Computershare Pvt. Ltd.
Karvy Selenium, Tower B, Plot 31-32l, Gachi-bowli,
Financial District, Hyderabad - 500 032
Tel No. : +91 40 6716 2222