

Dattatray B. Dixit

B.Com., F.C.A., L.L.B.

## AUDITORS REPORT

To the Members of

### APTECH INVESTMENT ENHANCERS LIMITED

1. We have audited the attached Balance Sheet of **APTECH INVESTMENT ENHANCERS LIMITED** (herein after referred to as "the Company"), a wholly owned subsidiary of APTECH VENTURES LIMITED ("the Subsidiary") which is wholly owned subsidiary of APTECH LIMITED ("the Parent") as at 31<sup>st</sup> March 2013 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have audited, in accordance with the accounting policies, the attached Balance Sheet of the Company as at March 31, 2013, and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared in accordance with the accounting policies, for the purpose of consolidation of financial statements of the parent. Our responsibility is to express an opinion on these financial statements based on our audit.
3. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
4. In our opinion and based on our audit, and to the best of our information and according to the explanations given to us, the accompanying financial statement give a true and fair view in conformity with the accounting policies:
  - a) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2013.
  - b) In the case of the Profit and Loss account, of the profit of the Company for the year ended on that date; and

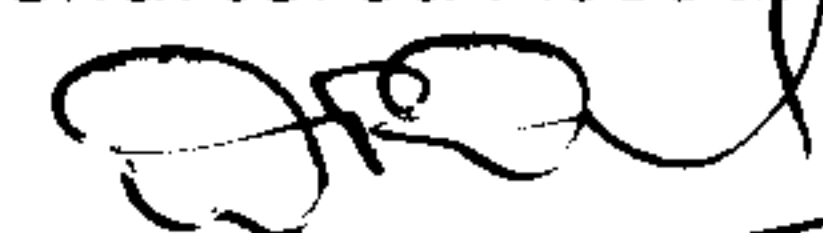
Place: Mumbai,

Dated: 29.04.2013

For and on behalf of

**DIXIT DATTATRAY & ASSOCIATES**

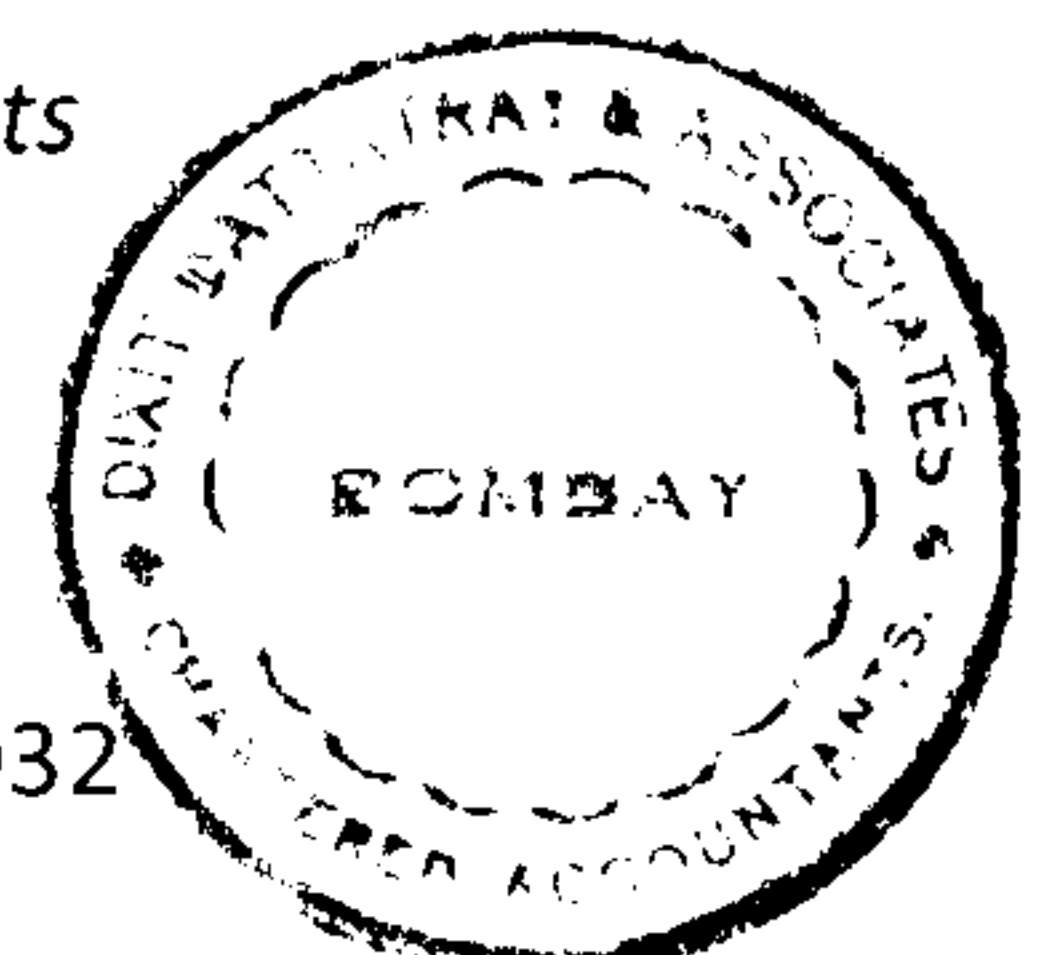
Chartered Accountants



Dattatray B. Dixit

Proprietor

Membership No. 40032



**APTECH INVESTMENT ENHANCERS LIMITED  
BALANCE SHEET AS AT MARCH 31,2013**

Amount in `

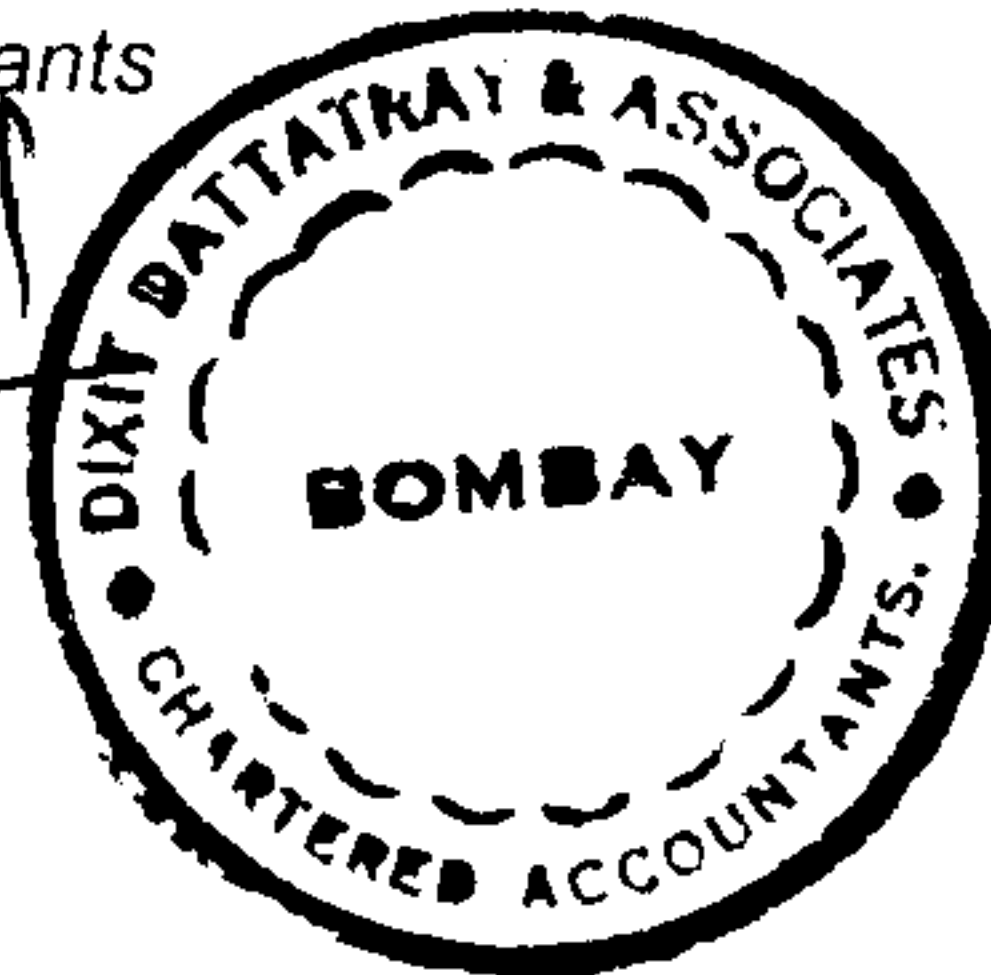
PARTICULARS	Note No.	AS AT	
		March 31,2013	March 31,2012
<b>(I) EQUITY AND LIABILITIES</b>			
<b>1 SHARE HOLDERS' FUNDS</b>			
(a) Share Capital	1	211,746,629	211,746,629
(b) Reserves and Surplus	2	869,154,593	869,373,438
		<u>1,080,901,222</u>	<u>1,081,120,067</u>
<b>2 CURRENT LIABILITIES</b>	3		
(a) Other Current Liabilities		514,120	302,430
		<u>514,120</u>	<u>302,430</u>
<b>TOTAL</b>		<u><u>1,081,415,343</u></u>	<u><u>1,081,422,497</u></u>
<b>(II) ASSETS</b>			
<b>1 NON CURRENT ASSETS</b>			
(A) Non Current Investments	4	1,081,320,756	1,081,320,756
<b>2 CURRENT ASSETS</b>	5		
(i) Cash and Cash Equivalents		31,500	30,938
(ii) Loans and Advances		63,087	70,804
		<u>94,587</u>	<u>101,741</u>
<b>TOTAL</b>		<u><u>1,081,415,343</u></u>	<u><u>1,081,422,497</u></u>
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>	9		

Notes referred to above form an integral part of the accounts.  
As per our attached report of even date.

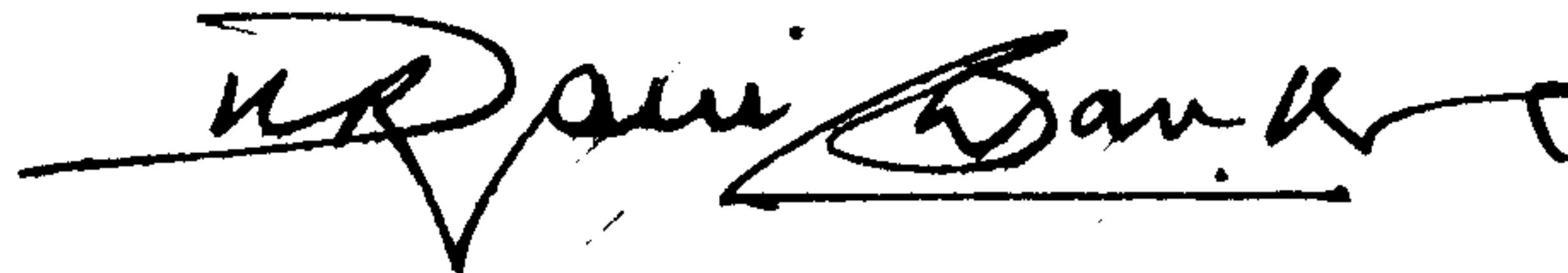
For and on behalf of  
**Dixit Dattatray & Associates**  
Chartered Accountants



**Dattatray B. Dixit**  
Proprietor  
M No. 40032  
Place : Mumbai  
Date : 29.04.2013

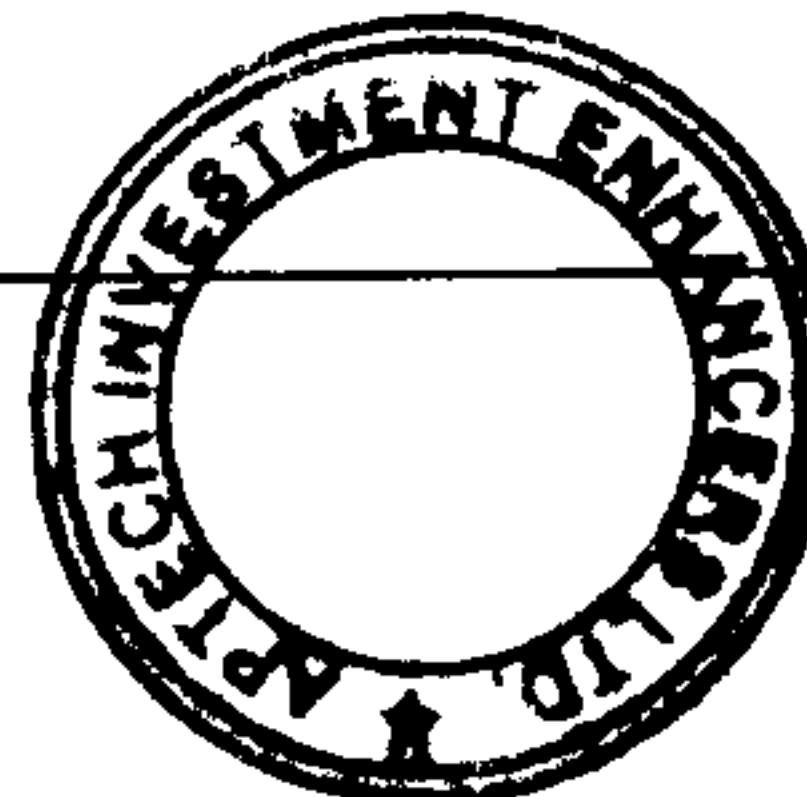


For and on behalf of the Board of Directors  
**APTECH INVESTMENT ENHANCERS LIMITED**



**T.K. Ravishankar**  
Director

  
**Ninad Karpe**  
Director





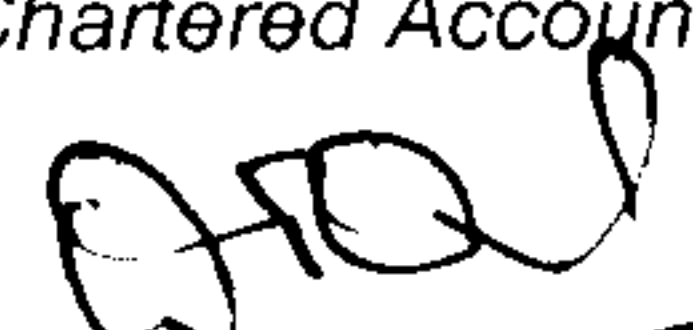
**APTECH INVESTMENT ENHANCERS LIMITED**  
**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2013**

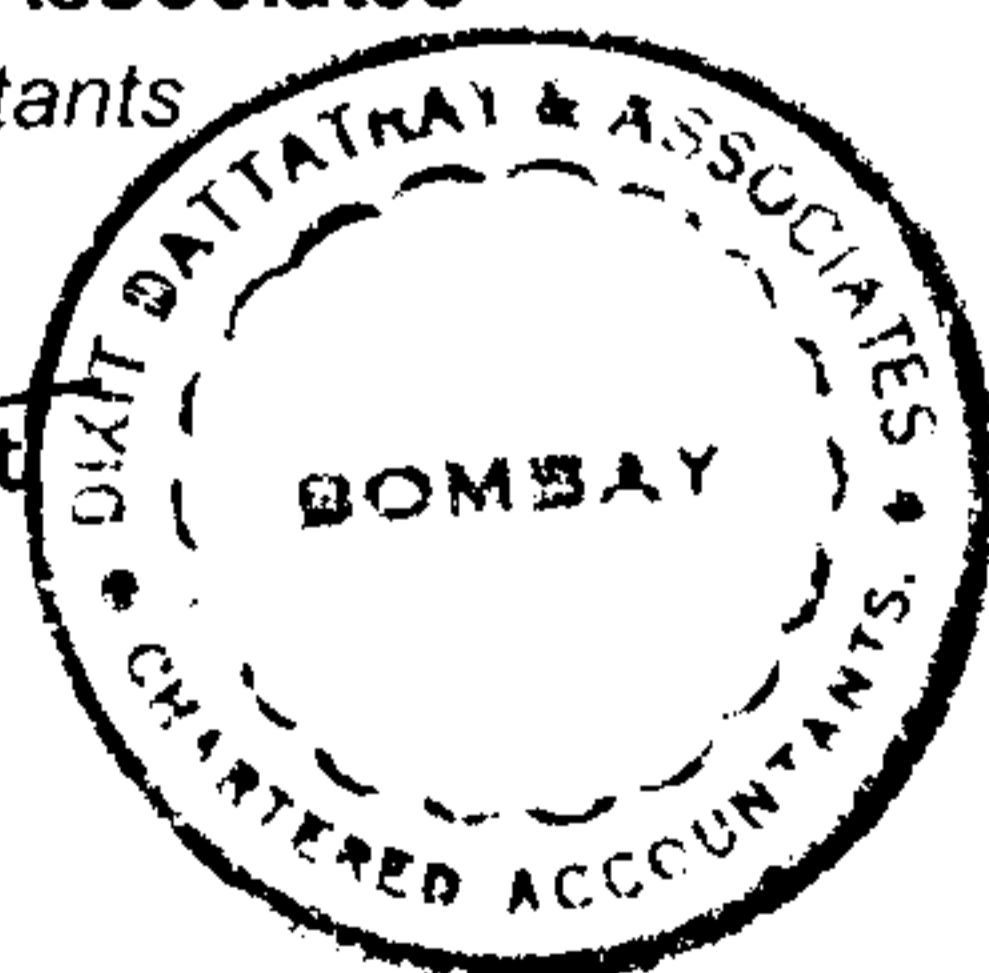
Amount in Rs.

Particulars	Note No.	For the Year ended March 31, 2013	For the Year ended March 31, 2012
<b>INCOME</b>			
Dividend Income	6	-	503,842,014
Other Income	7	-	21,658,465
		-	525,500,479
<b>EXPENDITURE</b>			
Administration and other expenses	8	218,845	6,394,129
		218,845	6,394,129
<b>PROFIT/(LOSS) BEFORE TAX</b>		(218,845)	519,106,350
<b>PROVISION FOR TAXATION</b>			
- Income Tax		-	-
		-	-
<b>PROFIT/ (LOSS) AFTER TAX</b>		(218,845)	519,106,350
Less: Interim Dividend		-	64,379
<b>PROFIT/ (LOSS) BROUGHT FORWARD FROM PREVIOUS YEAR</b>		869,373,438	350,331,467
<b>BALANCE CARRIED TO BALANCE SHEET</b>		869,154,593	869,373,438
Earning Per Share			
- Basic		(0.63)	1,501.23
- Diluted		(0.63)	1,501.23
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>	9		

Notes referred to above form an integral part of the accounts.  
As per our attached report of even date.

For and on behalf of  
**Dixit Dattatray & Associates**  
Chartered Accountants

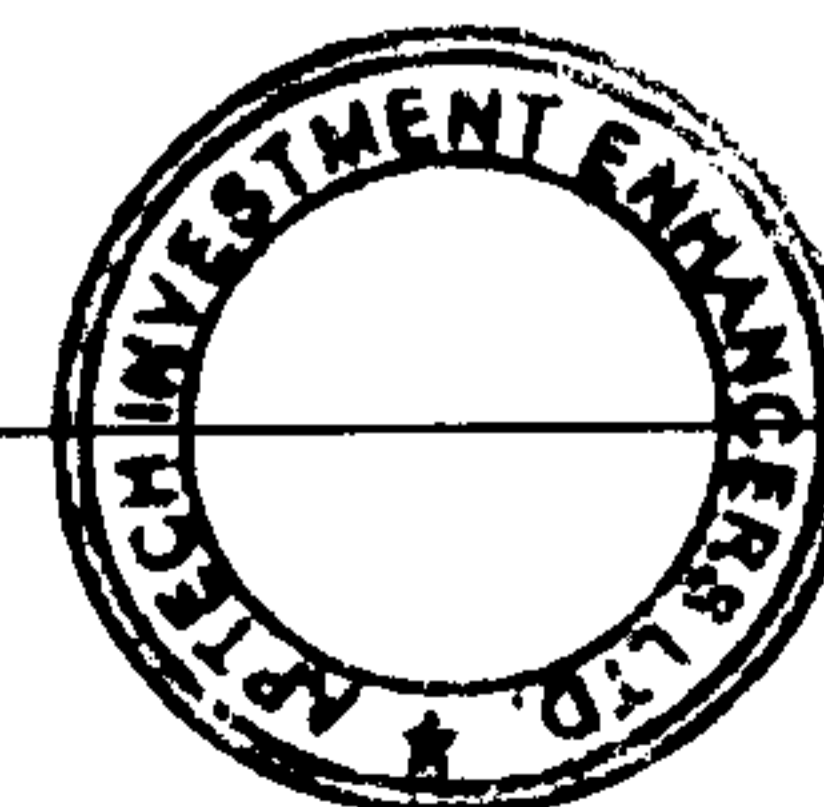
  
Dattatray B. Dixit  
Proprietor  
M No. 40032  
Place : Mumbai  
Date : 29.04.2013



For and on behalf of the Board of Directors  
**APTECH INVESTMENT ENHANCERS LIMITED**

  
T.K. Ravishankar  
Director

  
Ninad Karpe  
Director





**APTECH INVESTMENT ENHANCERS LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013**

PARTICULARS	2012-13		2011-12	
	₹	₹	₹	₹
<b>( A ) CASH FLOW FROM OPERATING ACTIVITIES</b>				
NET PROFIT / (LOSS) BEFORE TAX		(218,845)		519,106,350
Add/(Less):				
Profit on sale of redemption of Investments	-	-	(21,658,465)	
Dividend from BJBC (Subsidiary Co.)	-	-	(503,842,014)	(525,500,479)
<b>Operating Profit Before Working Capital Changes</b>		(218,845)		(6,394,129)
<b>Adjustments for :</b>				
Decrease / (Increase) in trade and other receivables	-	-	-	-
Decrease / (Increase) in Loans and Advances	7,717		(913.52)	
(Decrease) / Increase in other payables	211,691		280,085	
<b>Cash From / (used) in Operating Activities</b>		219,407		279,171
Income Tax / Fringe Benefit Tax Paid		563		(6,114,957)
<b>Net Cash From / (used) in Operating Activities</b>		563		(6,114,957)
<b>( B ) CASH FLOW FROM INVESTING ACTIVITIES</b>				
Profit on sale of redemption of Investments	-	-	21,658,465	
Dividend from BJBC (Subsidiary Co.)	-	-	503,842,014	
Investment in BJBC Education Company Limited	-	-	-	
<b>Net Cash used in Investing Activities</b>		-		525,500,479
<b>( C ) CASH FROM FINANCING ACTIVITIES</b>				
Dividend Paid	-	-	(64,379)	
Increase / (Decrease) in Borrowings from Holding company	-	-	-	
Redemption / (Proceeds) from Share Capital	-	-	(519,309,261)	
<b>Net Cash from Financing Activities</b>		-		(519,373,640)
<b>Net (Decrease) / Increase in Cash &amp; Cash equivalents</b>		563		11,881
Cash & Cash equivalents at the beginning of the year		30,938		19,056
Cash & Cash equivalents at the end of the year		31,500		30,938
		563		11,881

Notes:

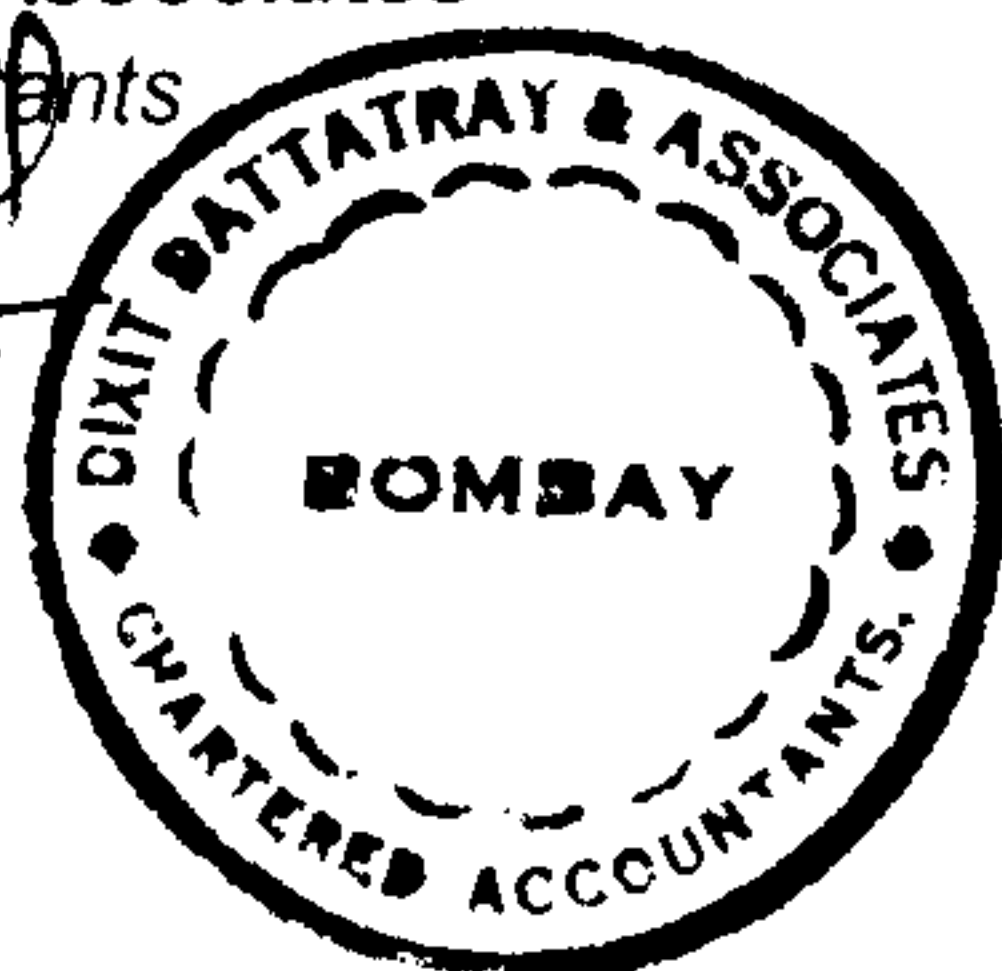
- Cash and Cash equivalence includes
  - Cash
  - Balance with banks

	-	-
	31,500	30,938
	<u>31,500</u>	<u>30,938</u>

As per our report of even date.

For and on behalf of  
**Dixit Dattatray & Associates**  
Chartered Accountants

Dattatray B. Dixit  
Proprietor  
M No. 40032

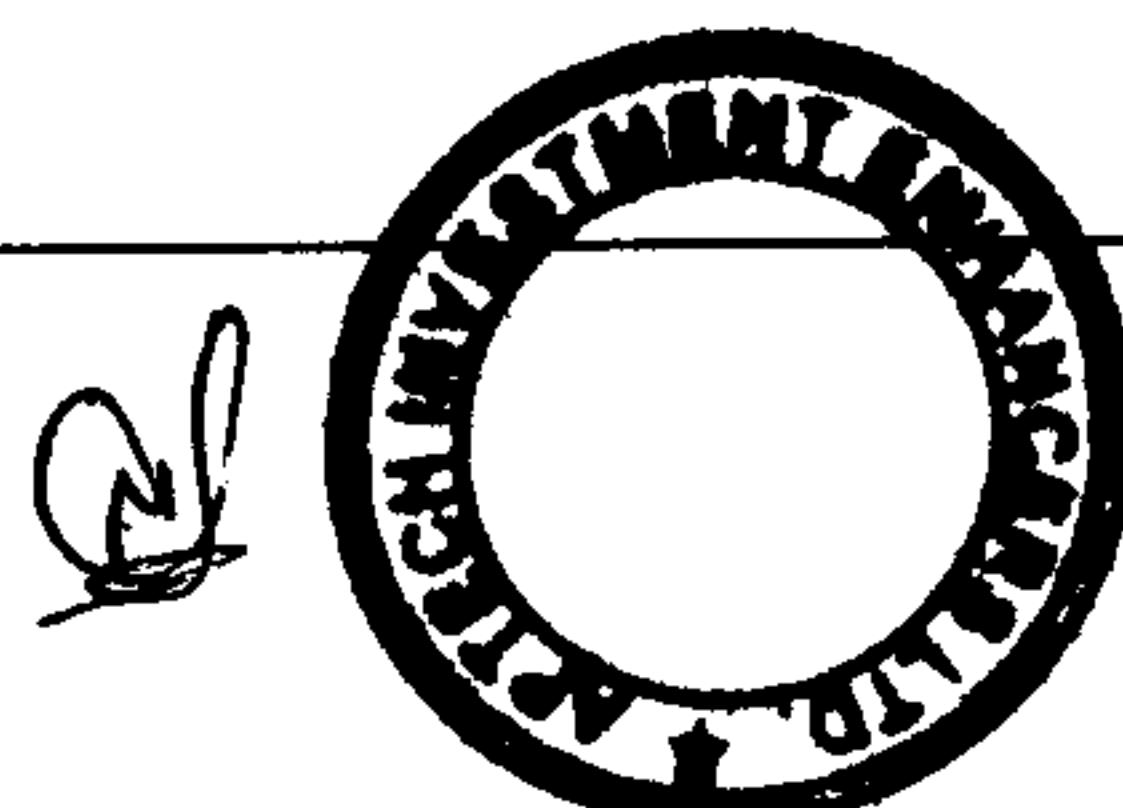


Place : Mumbai  
Date : 29.04.2013

For and on behalf of the Board of Directors  
**APTECH INVESTMENT ENHANCERS LIMITED**

*T.K. Ravishankar*  
T.K. Ravishankar  
Director

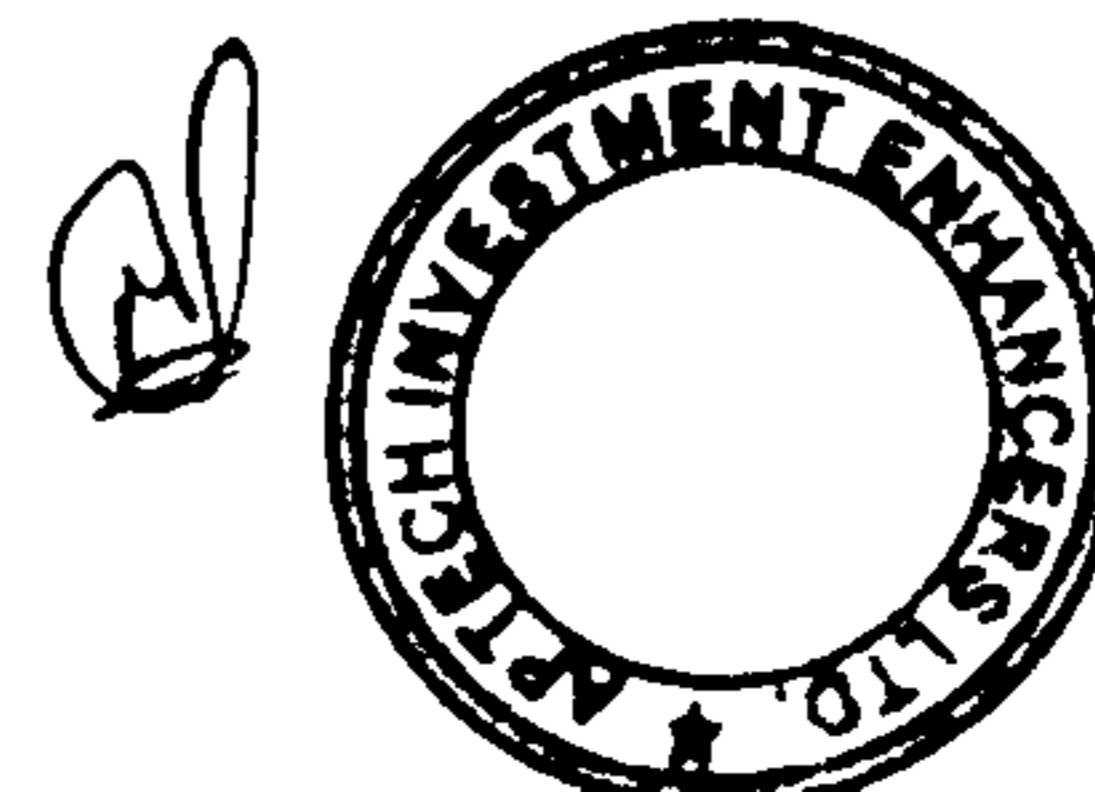
*Ninad Karpe*  
Ninad Karpe  
Director



**APTECH INVESTMENT ENHANCERS LIMITED**  
**NOTES TO BALANCE SHEET**

Amount in Rs.

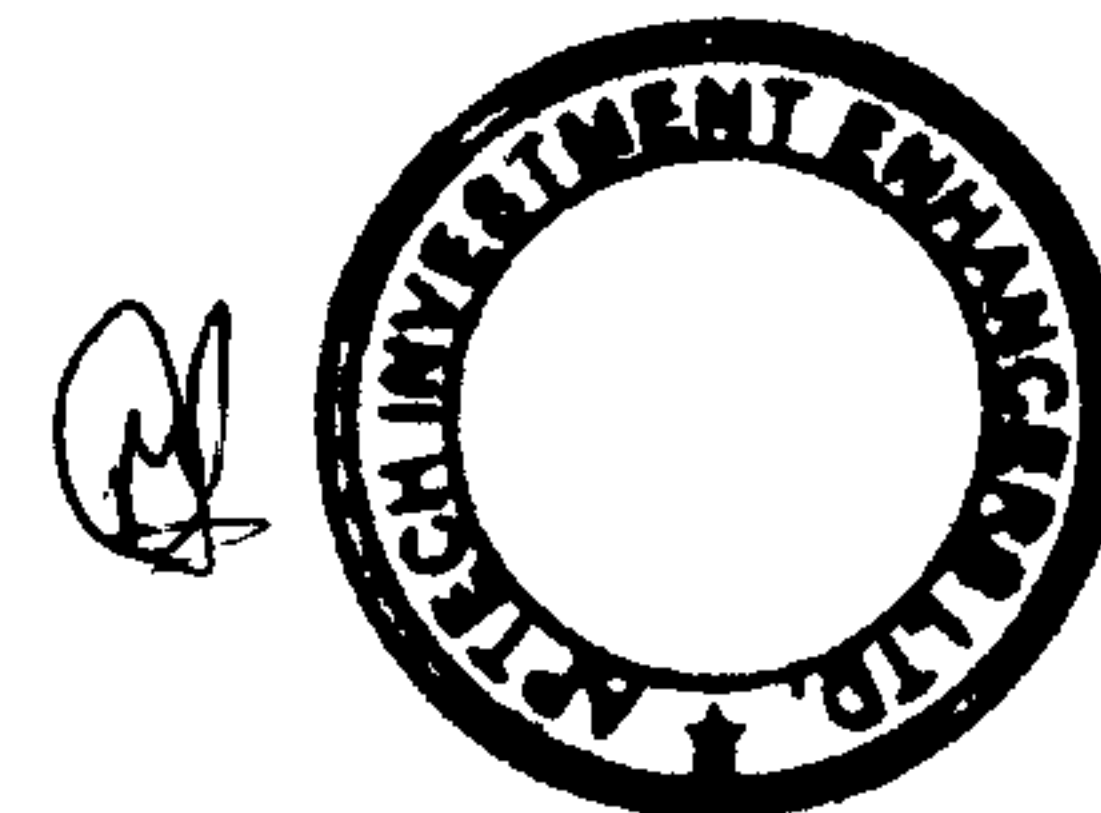
Particulars	AS AT March 31,2013	AS AT March 31,2012
<b>NOTE '1' - SHARE CAPITAL</b>		
<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL</b>		
345,745 (PY 345,745) Equity Shares of 1 Euro Each Fully Paid Up	20,946,430	20,946,430
2,840,706 (PY 2,840,706) Preference Shares of 1 Euro Each Fully Paid Up*	190,800,199	190,800,199
*(During the year Nil (PY 7,731,674) Preference Shares are redeemed)	<u>211,746,629</u>	<u>211,746,629</u>
<b>NOTE '2' - RESERVES AND SURPLUS</b>		
Suplus In Profit & Loss Account	869,154,593	869,373,438
	<u>869,154,593</u>	<u>869,373,438</u>
<b>NOTE '3' - NON CURRENT LIABILITIES</b>		
(a) Long Term Borrowings	-	-
	-	-
	-	-
<b>NOTE '4' - CURRENT LIABILITIES AND PROVISIONS</b>		
<b>CURRENT LIABILITIES</b>		
(a) Trade Payable	-	-
(b) Other Current Liabilities		
Loan from Related Parties	450,458	302,430
Other Liabilities	63,662	-
	<u>514,120</u>	<u>302,430</u>
<b>NOTE '5' - INVESTMENTS</b>		
<b>Long Term Investments '(At Cost, Unless otherwise mentioned)</b>		
<b>Unquoted (Non-Trade):</b>		
<b>Long Term:</b>		
48,445,890 No. of Equity Ordinary Shares @ USD 0.000125 per share of BJB Career Education Company Limited Note no.5	940,908,288	940,908,288
<b>Short Term:</b>		
7,239,041 No. of Equity Ordinary Shares @ USD 0.000125 per share of BJB Career Education Company Limited Note No 5	140,412,468	140,412,468
	<u>1,081,320,756</u>	<u>1,081,320,756</u>
	<u>1,081,320,756</u>	<u>1,081,320,756</u>
<b>NOTE '6' - CURRENT ASSETS</b>		
<b>i. CASH AND CASH EQUIVALENTS</b>		
1) Cash In Hand	-	-
2) Balances With Scheduled Banks		
I) Current Accounts	31,500	30,938
Total (i)	31,500	30,938
<b>ii. LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD EXCEPT OTHERWISE STATED)</b>		
Prepaid Expenses	63,087	70,804
Total (ii)	63,087	70,804
Total (i+ii)	<u>94,587</u>	<u>101,741</u>



**APTECH INVESTMENT ENHANCERS LIMITED**  
**NOTES TO STATEMENT OF PROFIT AND LOSS ACCOUNT**

Amount in Rs.

Particulars	For the Year ended March 31, 2013	For the Year ended March 31, 2012
<b>NOTE '7' - INCOME FROM OPERATIONS</b>		
Dividend Received	-	503,842,014
	-	503,842,014
<b>NOTE '8' - OTHER INCOME</b>		
Profit on sale of Redemption of Investment	-	21,658,465
	-	21,658,465
<b>NOTE '9' - ADMINISTRATION AND OTHER EXPENSES</b>		
Legal and Professional Charges	219,253	277,242
Exchange Difference (Net)	(408)	6,116,886
	218,845	6,394,129



**Significant Accounting Policies and Notes on Accounts**

**A. Significant accounting policies:**

**(a) Accounting Convention:**

The financial statements are prepared under the historical cost convention, on an accrual basis and in accordance with generally accepted accounting principles applicable in India (Indian GAAP), and Accounting Standards notified by the Companies Accounting Standard Rules, 2006 (as amended). The accounting policies have been consistently applied by the Company, and are consistent with those used in the previous year

**(b) Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles require estimates & assumptions to be made that affect the reported amounts of assets & liabilities on the date of the financial statements & reported amounts of revenues & expenses during the reporting period. Differences between actual results & estimates are recognised in the period in which the results are known. Although, these estimates/assumptions are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**(c) Revenue Recognition:**

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

**(d) Foreign Currency Transactions:**

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

**(e) Investments:**

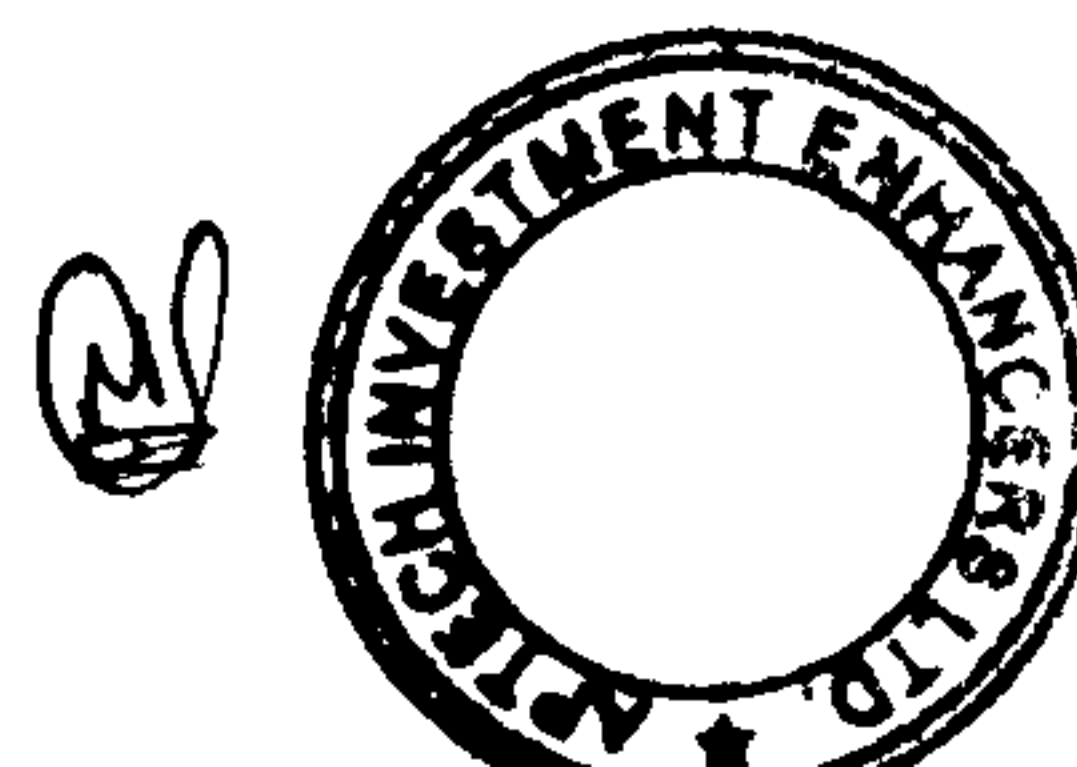
Investments which, being readily disposable and are intended to be held for period lesser than a year are considered as 'Current' and other Investments are termed as 'Long Term'. Current Investments are stated at lower of cost & fair value.

Long term Investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of Long – term Investments.

**(f) Provisions, Contingent Liabilities & contingent assets:**

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

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



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

Contingent liabilities are not provided for and are disclosed by way of notes.

Show cause notices are considered as contingent liabilities only when they are converted into demands. Department appeals in respect of cases won by the company are also considered as contingent liabilities.

Contingent assets are neither recognized nor disclosed.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

**B. Notes Forming Part of the Accounts:**

1. The accounts of the company are prepared on a going concern basis, which is dependent on the availability of future profitability and continued finance. The Company is confident of financial support from its holding company and future profitability based on its business plan.
2. Subsequent to the above, Aptech Investment Enhancers Limited has further invested a sum of Rs.108.13 crores in the Beijing Jade bird IT Education Limited, (BJBC) incorporated in Cayman Islands subsequently, renamed as the BJB Career Education Company Limited. The said Company along with its Subsidiaries operates vocational training centers providing educational and vocational Information Technology training programs across People's Republic of China (PRC). The Company has acquired 19.50% as a long term Investment and 2.91% as a short term investment, to be offloaded, immediately on the IPO listing as per the Definitive Agreements signed on March'09.

During the year, the company received a dividend from the said company amounting of Rs. Nil (Previous year Rs. 503,842,014/-).

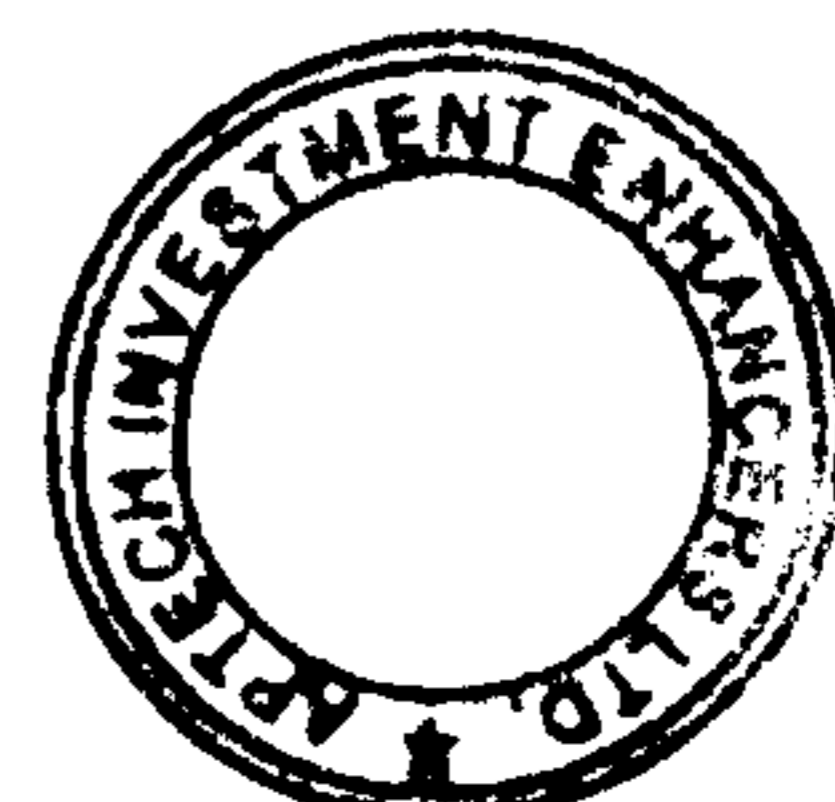
**3. Related Party Transaction:**

**a. Names of related parties and description of relation:**

- i. Holding Company : Aptech Venture Limited.
- ii. Associate : Beijing Jade bird IT Education Limited, (BJBC)
- iii. Fellow Subsidiary : Aptech Training Limited, FZE

**b. Transactions with related parties :**

Transactions	Amount in ₹	
	Holding Company	Fellow Subsidiary/ Associates
<b>a) Expenses</b>		
<b>b) Income</b>		
Dividend income from BJBC	-	-
	-	(503,842,014)
<b>c) Finance</b>		
Loans Repaid :	-	
	(646,494)	
<b>d) Outstandings</b>		
Loans Payable to FZE		450,458.31
		(302,430)
(figures in brackets represents previous year figures)		





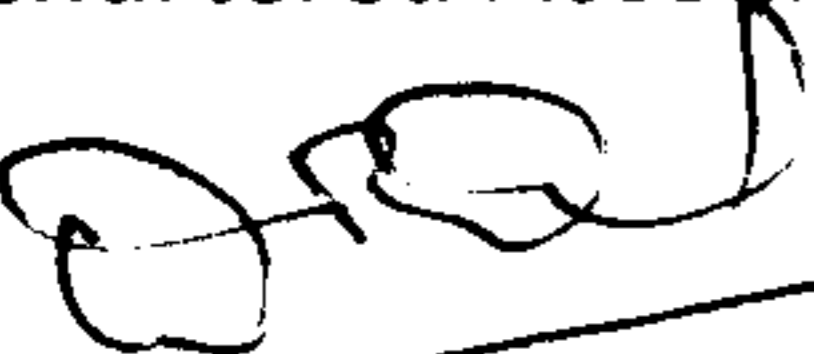
- Note: 1) Related Party relationship is as identified by the Company and relied upon by the Auditors.  
2) There have been no write off or write back in case of any related party.

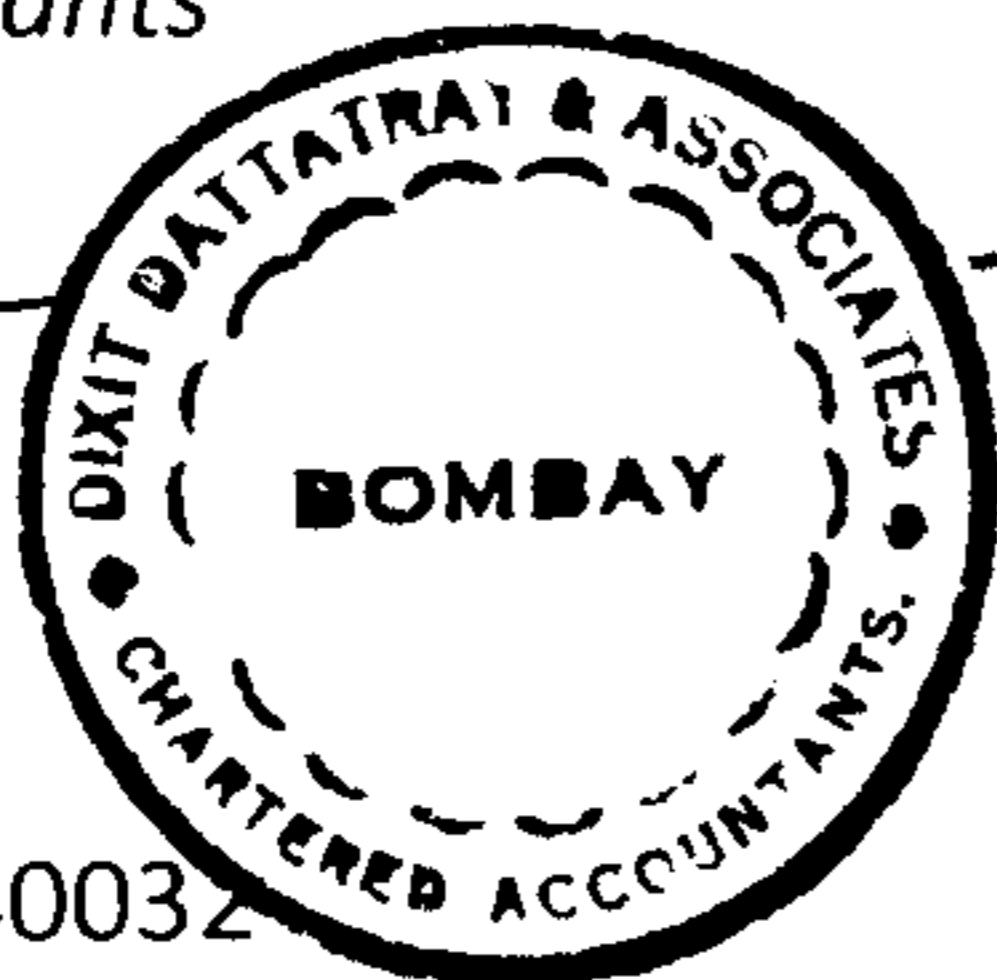
4. Earnings Per Share :

Particulars	Year Ended 31st,Mar'13	Year Ended 31st,Mar'12
Net Profit (Loss) after tax (₹ )	(218,845)	519,041,971
Weighted average number of shares	345,745	345,745
Nominal Value of shares (1 Euro each)	1	1
<b>Basic and Diluted Earnings per Share ₹</b>	<b>(0.63)</b>	<b>1,501.23</b>

5. Segment has been identified in accordance with the Accounting Standard 17 (AS-17) on Segment Reporting, taking into account the organization structure as well as differential risks & returns of these segments. The Dominant source of risk and returns of the group is considered to be the business in which it operates viz – Training Services. Being a single business segment group, no primary segment information is being provided.
6. Additional Information pursuant to paragraphs 3 and 4 of part II of Schedule VI of the Companies Act, 1956 – NIL
7. The figures for the previous accounting year have been regrouped / rearranged wherever necessary to correspond with the figures of the current year.

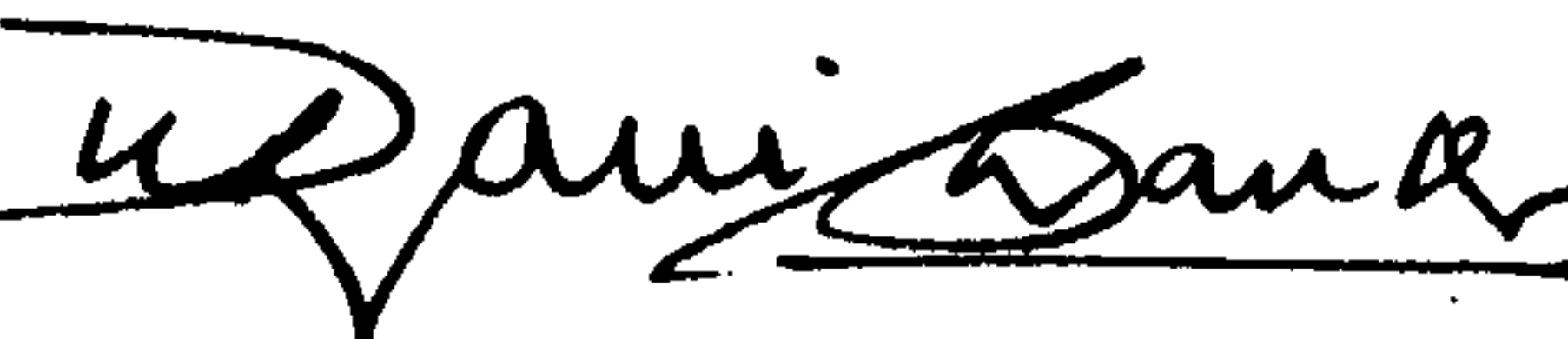
For and on behalf of  
DIXIT DATTATRAY & ASSOCIATES  
Chartered Accountants

  
Dattatray B. Dixit  
Proprietor



Membership No. 40032

For and on behalf of the board of Directors  
APTECH INVESTMENT ENHANCERS LTD.

  
T.K. Ravishankar  
Director

  
Ninad Karpe  
Director

Place: Mumbai

Date: 29<sup>th</sup> April, 2013

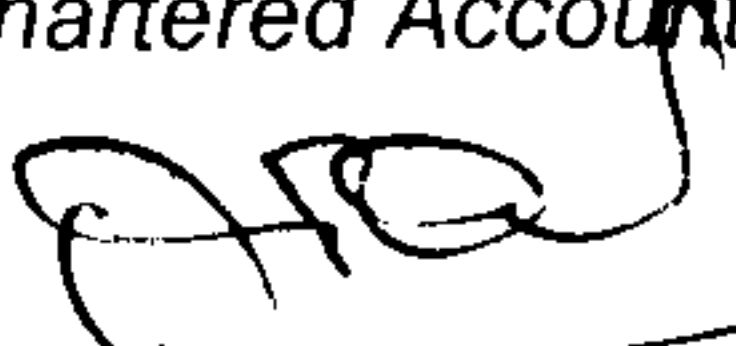


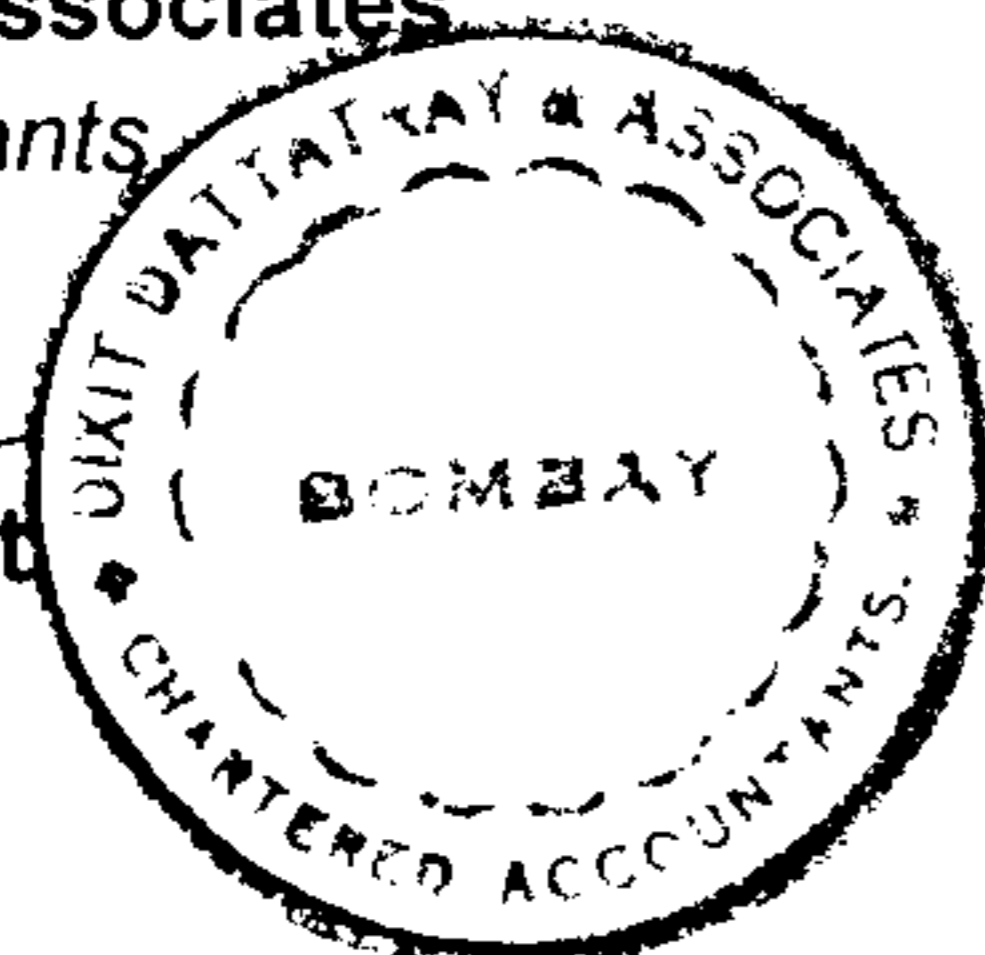
**APTECH INVESTMENT ENHANCERS LIMITED  
STATEMENT OF ASSETS AND LIABILITIES**

Amount in ₹

PARTICULARS	AS AT March 31,2013	AS AT March 31,2012
<b>(I) EQUITY AND LIABILITIES</b>		
<b>1 SHARE HOLDERS' FUNDS</b>		
(a) Share capital	2,117.47	2,117.47
(b) Reserves and surplus	8,691.55	8,693.73
<b>Sub- total - Shareholders Funds</b>	<b>10,809.01</b>	<b>10,811.20</b>
<b>2 NON CURRENT LIABILITIES</b>		
<b>Sub- total - Non current liabilities</b>	-	-
<b>3 CURRENT LIABILITIES</b>		
(a) Other current liabilities	5.14	3.02
(b) Short term provisions	-	-
<b>Sub- total - current liabilities</b>	<b>5.14</b>	<b>3.02</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>10,814.15</b>	<b>10,814.22</b>
<b>(II) ASSETS</b>		
<b>1 NON CURRENT ASSETS</b>		
(A) Fixed assets	-	-
(B) Non current investments	10,813.21	10,813.21
(C) Long term loans and advances	-	-
<b>Sub- total - Non current assets</b>	<b>10,813.21</b>	<b>10,813.21</b>
<b>2 CURRENT ASSETS</b>		
(i) Cash and cash equivalents	0.32	0.31
(ii) Short term loans and advances	0.63	0.71
<b>Sub- total - Current assets</b>	<b>0.95</b>	<b>1.02</b>
<b>TOTAL ASSETS</b>	<b>10,814.15</b>	<b>10,814.22</b>

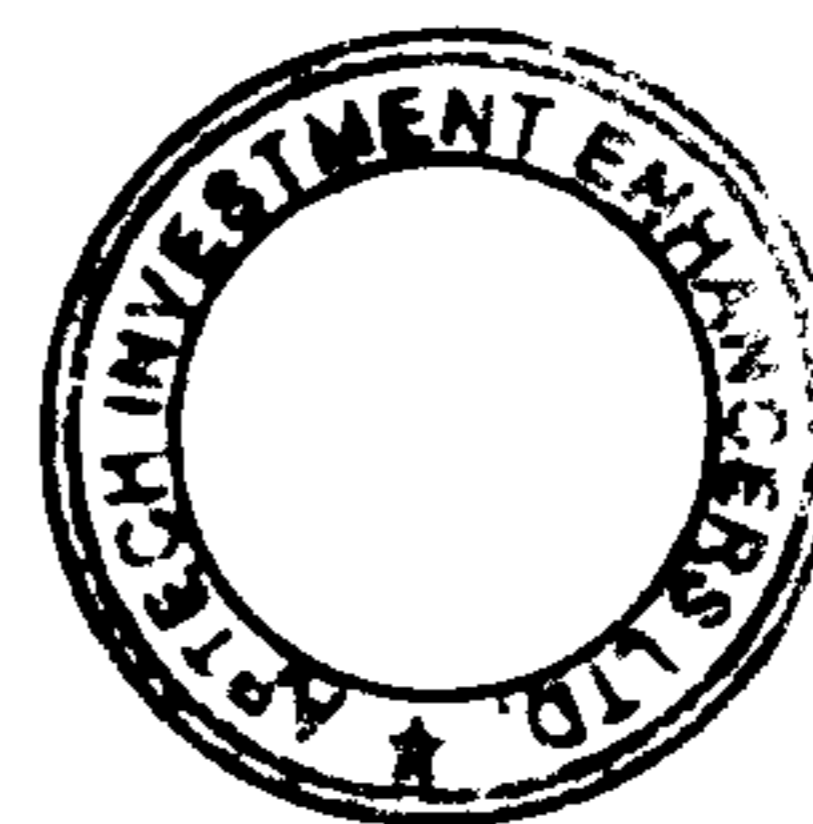
For and on behalf of  
**Dixit Dattatray & Associates**  
Chartered Accountants

  
**Dattatray B. Dixit**  
Proprietor  
M No. 40032



For and on behalf of the board of Directors  
**Aptech Investments Enhancers Limited**

  
**T. K. Ravishankar**  
Director



Place : Mumbai  
Date : 29th April, 2013



**APTECH INVESTMENT ENHANCERS LIMITED**  
**STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31st MARCH, 2013**

₹ in Lakhs

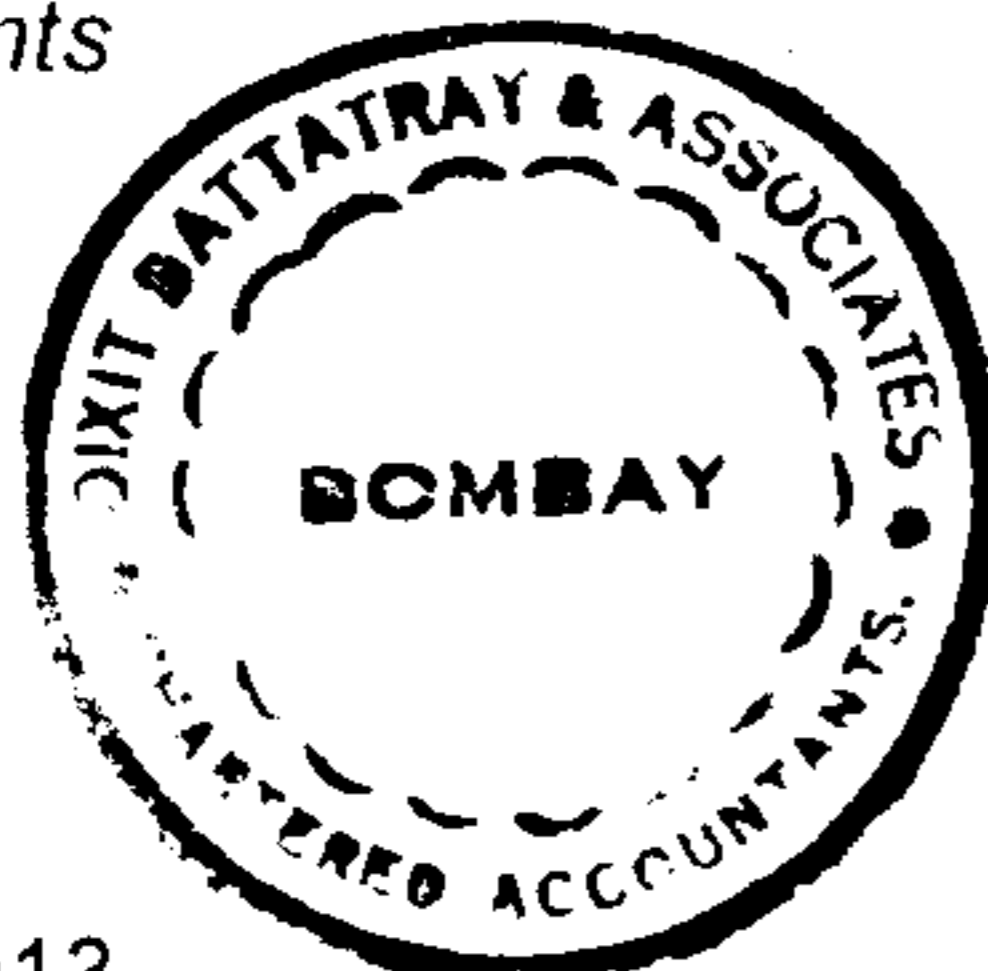
Particulars	Qtr ended 31st Mar'13	Qtr ended 31st Dec'12	Qtr ended 31st Mar'12	Year ended 31st Mar'13	Year ended 31st Mar'12
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1. Income					
a. Net Sales/Income from Operations	-	-	-	-	-
b. Other operating Income	-	-	-	-	5,038
<b>Total Income</b>	-	-	-	-	5,038
2. Expenditure					
a. Training & education exp	-	-	-	-	-
b. Administration exp	1	0.31	2.05	2.19	2.77
<b>Total expenditure</b>	1.26	0.31	2.05	2.19	2.77
3. Profit from Operations before other income Interest & Exceptional items (1-2)	(1.26)	(0.31)	(2.05)	(2.19)	5,035.65
4. Other Income	-	-	(0.01)	-	155
5. Profit before Interest & Exceptional items (3+4)	(1.26)	(0.31)	(2.06)	(2.19)	5,191.06
6. Interest (Income)/Expenses	-	-	-	-	-
7. Profit after Interest but before Exceptional items (5-6)	(1.26)	(0.31)	(2.06)	(2.19)	5,191.06
8. Exceptional Items	-	-	-	-	-
9. Profit / Loss from ordinary & Exceptional activities before tax (7+8)	(1.26)	(0.31)	(2.06)	(2.19)	5,191.06
10. Tax expenses	-	-	-	-	-
11. Profit /(Loss) after Tax (9-10)	(1.26)	(0.31)	(2.06)	(2.19)	5,191.06
12. Interim Dividend	-	-	-	-	0.64
13. Net Profit /Loss for the period (11-12)	(1.26)	(0.31)	(2.06)	(2.19)	5,190.42
14. Paid-up Equity share capital (Face value 1 Euro each)					209.46
15. Reserve excluding revaluation reserve					8,693.73
16. Earnings per share (EPS) (Basic and Diluted)	(0.37)	(0.09)	(0.60)	(0.63)	1,501.23

**Notes :**

- The Statutory Auditors of the Company have carried out an audit of financial results of the Company for year ended March 31, 2013.
- The translation of Monetary items in the financial statement are based on closing rate and Non Monetary items are carried at historical cost. The profit and loss items are translated on monthly average rate.
- Figures for the previous year/quarters have been regrouped/recast, wherever necessary.

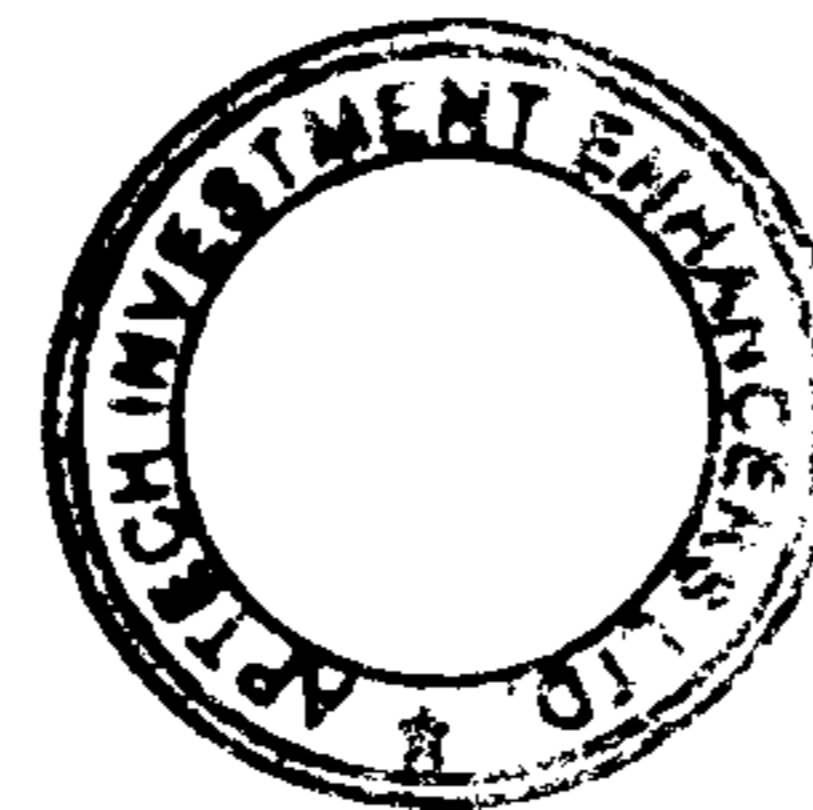
For and on behalf of  
**Dixit Dattatray & Associates**  
 Chartered Accountants

Dattatray B. Dixit  
 Proprietor  
 M No. 40032



For and on behalf of the board of Directors  
**APTECH INVESTMENT ENHANCERS LIMITED**

T.K. Ravishankar  
 Director



Place : Mumbai  
 Date : 29th April, 2013