# Dixit Dattatray & Associates

### **CHARTERED ACCOUNTANTS**

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

### **AUDITORS REPORT**

To the Members of

#### **APTECH VENTURES LIMITED**

- 1. We have audited the attached Balance Sheet of **APTECH VENTURES LIMITED** (herein after referred to as "the Company"), a 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

For and on behalf of

**DIXIT DATTATRAY & ASSOCIATES** 

PARMOR

264, Maru Sadan, N. C. Kelkar Road,

Off. 2430 7707 E-mail: dbdixit@hotmail.com

Dadar, Mumbai - 400 028.

Chartered Accountants

Dattatray B. Dixit

Proprietor

Membership No. 40032

Place: Mumbai, Dated: 29.04.2013

DALANCE STE	ELASALMAR	JN 31,2013			Amount in K
Particulars	Note No.	AS		AS	
		March 3	31,2013	March 3	1,2012
(I) EQUITY AND LIABILITIES					
1 SHARE HOLDERS' FUNDS					
(a) Share Capital	1	211,772,622		211,772,622	
(b) Reserves and Surplus	2	1,368,687		1,587,697	
			213,141,309		213,360,319
2 CURRENT LIABILITIES	3				
(a) Trade Payables		_			
(b) Other Current Liabilities		521,139		307,056	
			521,139		307,056
TOTAL			213,662,448		213,667,375
(II) ASSETS					
1 NON CURRENT ASSETS				•	
(A) Non Current Investments	4		213,573,138	•	213,573,138
2 CURRENT ASSETS	5				
(i) Cash and Cash Equivalents (ii) Loans and Advances		26,244 63,066		25,565 68,672	
		· · ·	89,310	· ···· · · · · · · · · · · · · · · · ·	94,237
TOTAL			213,662,448	· •	213,667,375
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	10				

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

BOMBAY

For and on behalf of

Dixit Dattatray & Associates

Chartered Accountants

For and on behalf of the Board of Directors

APTECH VENTURES LIMITED

Dattatray B. Dixit

Proprietor M No. 40032

Place: Mumbai Date: 29.04.2013 \_\_\_\_\_

T.K. Ravishankar Director N&Karpe-

Ninad Karpe

## APTECH VENTURES LIMITED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31,2013

Amount in ₹

Note No. For the Year ended March 31, 2013		For the Year of 31, 2		
6	• •		12,883	
7	169		1,157,991	
	,	169		1,170,874
8	219,179		•	
9	-		4,167	201-0-
	<del></del>	219,179	· · · · · · · · · · · · · · · · · · ·	294,765
		(219,010)		876,109
	·			
		-		-
		(219,010)		876,109
REVIOUS YEAR		1,587,697	•	711,588
	••	1,368,687		1,587,697
				<u></u>
•		(0.63)		2.53
	•	(0.63)		2.53
10				
	6 7 8 9	8 219,179 9	Note No.  31, 2013  6	6 - 12,883 1,157,991 169 8 219,179 290,598 4,167 219,010)  REVIOUS YEAR 1,587,697 (0.63) (0.63)

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

BONBAY

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 VENTURES LIMITED

ul pui Bank

T.K. Ravishankar

Director

NSKarpe.

Ninad Karpe

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

	2012	-13	2011-12		
PARTICULARS	₹	₹	₹	₹	
(A) CASH FLOW FROM OPERATING ACTIVITIES					
(A) CASH FLOW FROM OPERATING ACTIVITIES					
NET PROFIT / (LOSS) BEFORE TAX		(219,010)		876,109	
Add/Less : Non Operating item					
Excahnge (Gain) /loss	(169)		(1,092,367)		
Dividend Received	-	(169)	(65,624)	(1,157,991	
Operating Profit Refere Working Capital Changes	_	(219,179)		(1, 137,331)	
Operating Profit Before Working Capital Changes		(213,173)		(201,002	
Adjustments for :					
Decrease / (Increase) in Trade and Other Receivables	-		-		
Decrease / (Increase) in Loans and Advances	5,606		1,218		
(Decrease) / Increase in Other Payables	214,083		1,574		
	_	219,688		2,793	
Cash From / (used) in Operating Activities		509		(279,090)	
ncome Tax / Fringe Benefit Tax Paid	-		-		
		<u> </u>		_	
Net Cash From / (used) in Operating Activities		509		(279,090	
(B) CASH FLOW FROM INVESTING ACTIVITIES					
Dividend Received	<del>-</del>		65,624		
(Purchases)/Redemption of investment in AIEL (Subsidiary Co.)	169		519,310,874		
Net Cash used in Investing Activities		169		519,376,498	
(C) CASH FROM FINANCING ACTIVITIES	-				
Increase / (Decrease) in borrowings from Holding company	_		276,497		
Proceeds / (Redemption) from issue of Share Capital	-		(519,353,793)		
Net Cash from Financing Activities		-		(519,077,295	
Net (Decrease) / Increase in Cash & Cash equivalents		679		20,113	
Cash & Cash equivalents at the beginning of the year		25,565		5,453	
Cash & Cash equivalents at the end of the year		26,244		25,565	
Notes:		679		20,113	

1. Cash and Cash equivalence includes

BOMBAY

a. Cash

b. Balance with banks

26,244 26,244

25,565 25,565

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 VENTURES LIMITED

T.K. Ravishankar

Director

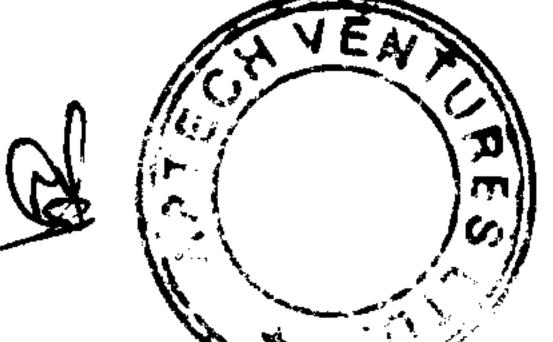
Ninad Karpe





Amount in ₹

Particulars	AS		AS	•
	March 3	31,2013	March 3	31,2012
NOTE '1' - SHARE CAPITAL	•		· · · · · · · · · · · · · · · · · · ·	
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL				
345,745 (PY 345,745) Equity shares of 1 Euro each fully paid up		20,946,430		20,946,430
2,841,093 (PY 2,841,093) Preference shares of 1 Euro each fully paid up*		190,826,192	·	190,826,192
*(During the year Nil (PY 77,32,337) Preference Share redeemed		244 772 622		211,772,622
NOTE 121 DESERVES AND SUBBLUS		211,772,622		211,112,022
NOTE '2' - RESERVES AND SURPLUS		4 200 007	·	4 507 607
Suplus In Profit & Loss Account		1,368,687		1,587,697
		1,368,687		1,587,697
NOTE '3' - CURRENT LIABILITIES AND PROVISIONS				
CURRENT LIABILITIES		·. · · · · · · · · · · · · · · · · · ·		-
Other Current Liabilities  Loan from Related parties	495,723		283,137	
Other liabilites	25,415		23,919	
		521,139	•	307,056
NOTE '4' - INVESTMENTS			=	
Long Term Investments '(At Cost, Unless otherwise			•	
mentioned) Unquoted (Non-Trade):		-		
345,745 (PY 345,745)Ordinary 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* *(During the year Nil (PY 7,731,674) Preference Shares	192,626,708		192,626,708	
are sold)	· ····	040 570 400		040 570 400
	•	213,573,138 213,573,138	•	213,573,138 213,573,138
NOTE '5' - CURRENT ASSETS			•	<u> </u>
i. CASH AND CASH EQUIVALENTS	-			
1) Cash In Hand	-			
2) Balances With Scheduled Banks				
I) Current Accounts	26,244		25,565	
ii. LOANS AND ADVANCES		26,244		25,565
(UNSECURED, CONSIDERED GOOD EXCEPT OTHERWISE STATED)				
Prepaid Expenses	63,066		68,672	
Total (ii)	— <b>,</b> — — — — — — — — — — — — — — — — — — —	63,066		68,672
Total (i+ii)		89,310	•	94,237



### APTECH VENTURES LIMITED NOTES TO STATEMENT OF PROFIT AND LOSS ACCOUNT

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	For the Year ended March 31, 2013	For the Year ended March 31, 2012
NOTE '6' - INCOME FROM OPERATIONS		
Income from Services		12,883 12,883
NOTE '7' - OTHER INCOME		
Exchange Gain Dividend Income	169	1,092,367 65,624
	169	1,157,991
NOTE '8' - ADMINISTRATION AND OTHER EXPENSES  Legal and Professional Charges  Exchange Difference (Net)	219,179	290,598
	219,179	290,598
NOTE '9' - INTEREST AND FINANCE CHARGES		
Commitment & Finance Charges		4,167 4,167





#### Significant Accounting Policies and Notes on Accounts

#### . 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. During the year the Company has redeemed Nil (PY 77, 31,674) Preference shares @ 1Euro each and also sold part of investment in AIEL. Resultant to the above the net gain/loss are set-off in the books of company.

#### 3. Related Party Transaction:

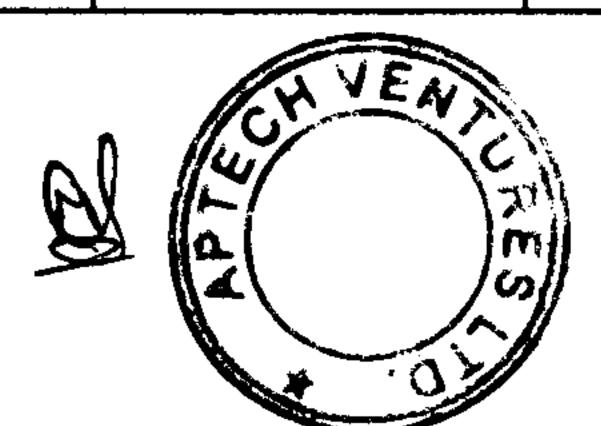
a. Names of related parties and description of relation:

Relationship	
a) Holding Company :	Aptech Limited
b) Fellow Subsidiary Company :	Aptech Investment Enhancers Ltd.

#### b. Transactions with related parties:

Amount in ₹

Transactions	Holding Company	<u>Fellow Subsidiaries</u>
a) Expenses		
b) Income		
Dividend Income	-	-
	-	(65,624)
c) Investing activities		
Investment sold	-	-
	_	(518,218,507)
c) Finance		
Preference share redeemption	_	
	(519,353,793)	
Loans Taken :	212,587	-
	(276,497)	(-)
d) Outstandings	,	
Loans Payable	495,723	-
•	(283,137)	(-)
(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 (₹)	(219,010)	876,109	
Weighted average number of shares	345,745	345,745	
Nominal Value of shares (1 Euro each)	1	1	
Basic and Diluted Earnings per Share ₹	(0.63)	2.53	

- 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

BOMBAY

Chartered Accountants

Dattatray B. Dixit Proprietor

Membership No. 40032

T.K. Ravishankar

**APTECH VENTURES LIMITED** 

Director

Ninad Karpe

Director

For and on behalf of the board of Directors

Place: Mumbai

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



# APTECH VENTURES LIMITED STATEMENT OF ASSETS AND LIABILITIES

₹ in Lakhs

			V III EUNIO
i		AS AT	AS AT
ļ	PARTICULARS	March 31,2013	March 31,2012
(I) E	QUITY AND LIABILITIES		
1	SHARE HOLDERS' FUNDS		
•	(a) Share capital	2,117.73	2,117.73
	(b) Reserves and surplus	13.69	15.88
	Sub- total - Shareholders Funds	2,131.41	2,133.60
2	NON CURRENT LIABILITIES		
	Sub- total - Non current liabilities		
3	CURRENT LIABILITIES		<del>-</del>
	(a) Other current liabilities	5.21	3.07
	(b) Short term provisions	-	-
	Sub- total - current liabilities	5.21	3.07
	TOTAL EQUITY AND LIABILITIES	2,136.62	2,136.67
(II) AS	SSETS SETS		
1	NON CURRENT ASSETS		
	(A) Fixed assets	_	-
	(B) Non current investments	2,135.73	2,135.73
	(C) Long term loans and advances	-	-
	Sub total Nam augment assats	2 4 2 5 7 2	2 425 72
2	Sub- total - Non current assets CURRENT ASSETS	2,135.73	2,135.73
-	(i) Cash and cash equivalents	0.26	0.26
	(ii) Short term loans and advances	0.63	0.69
	Sub- total - Current assets	0.89	0.94
	TOTAL ASSETS	2,136.62	2,136.67
		<u>I</u>	

For and on behalf of

Dixit Dattatray & Associates

BOMBAY

Chartered Accountants

Dattatray B. Dixit

Proprietor M No. 40032

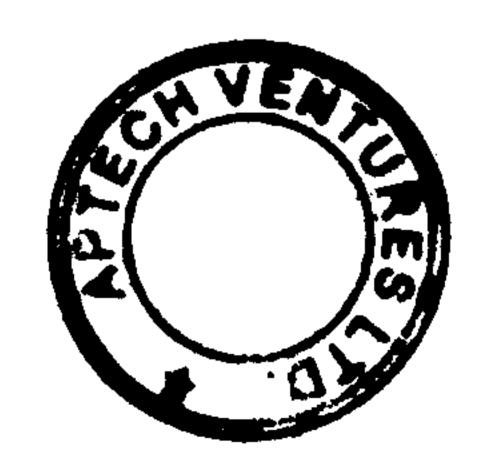
Place : Mumbai

Date: 29th April, 2013

For and on behalf of the board of Directors

Aptech Ventures Limited

T. K. Ravishankar



#### **APTECH VENTURES LIMITED**

### STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31st MARCH,2013

₹ in Lakhs

	Qtr ended	Qtr ended	Qtr ended	Year ended	Year ended
Particulars	31st Mar'13	31st Dec'12	31st Mar'12	31st Mar'13	31st Mar'12
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1. Income					
a. Net Sales/Income from Operations	-	-	-	-	-
b. Other operating Income	-		<u> </u>	-	0.13
Total Income			-	-	0.13
2. Expenditure					
a. Training & education exp	-	•	-	-	•
b. Administration exp	1	0.31	2.24	2.19	2.95
Total Expenditure	1.18	0.31	2.24	2.19	2.95
3. Profit from Operations before other income Interest & Exceptional items (1-2)	(1.18)	(0.31)	(2.24)	(2.19)	(2.82)
4. Other Income	-		0.00	-	12
5. Profit before Interest & Exceptional items (3+4)	(1.18)	(0.31)	(2.24)	(2.19)	8.76
6. Interest (income)/Expenses	-	•	-	•	
7. Profit after Interest but before Exceptional items (5-6)	(1.18)	(0.31)	(2.24)	(2.19)	8.76
8. Exceptional Items	-	• •		<b>-</b>	
9. Profit / Loss from ordinary & Exceptional activities before tax (7+8)	(1.18)	(0.31)	(2.24)	(2.19)	8.76
10. Tax expenses			-	_	-
11. Profit /(Loss )after Tax (9-10)	(1.18)	(0.31)	(2.24)	(2.19)	8.76
12. Extraordinary Item (net of Tax expense Rs)			-	-	-
13. Net Profit /Loss for the period (11-12)	(1.18)	(0.31)	(2.24)	(2.19)	8.76
14. Paid-up Equity share capital (Face value 1 Euro each)					209.46
15. Reserve excluding revaluation reserve					15.88
16. Earnings per share (EPS) (Basic and Diluted)	(0.34)	(0.09)	(0.65)	(0.63)	2.53

#### Notes:

- 1 The Statutory Auditors of the Company have carried out an audit of financial results of the Company for year ended March 31,2013.
- 2 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.
- 3 Figures for the previous year/quarters have been regrouped/recast, wherever necessary.

BOMBAY

For and on behalf of

Dixit Dattatray & Associates

Chartered Acqountants

Dattatray B. Dixit

Proprietor M No. 40032

Place : Mumbai

Date: 29th April, 2013

For and on behalf of the board of Directors

**Aptech Ventures Limited** 

T. K. Ravishankar