

INDEPENDENT AUDITOR'S REPORT

To the Members of ATTEST TESTING SERVICES LIMITED

Report on the Financial Statements

- 1 We have audited the accompanying financial statements of **ATTEST TESTING SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information

Management's Responsibility for the Financial Statements

- 2 Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

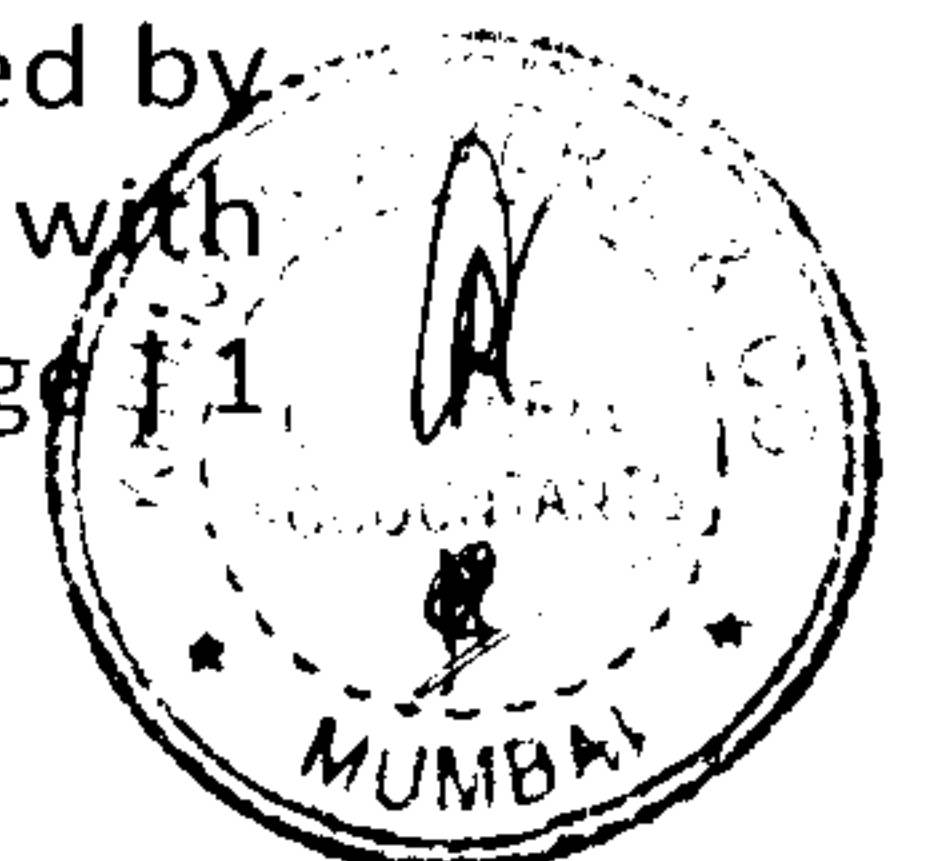
Auditor's Responsibility

- 3 Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 management, as well as evaluating the overall presentation of the financial statements
- 5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Opinion

- 6 In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with

Page 1



- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

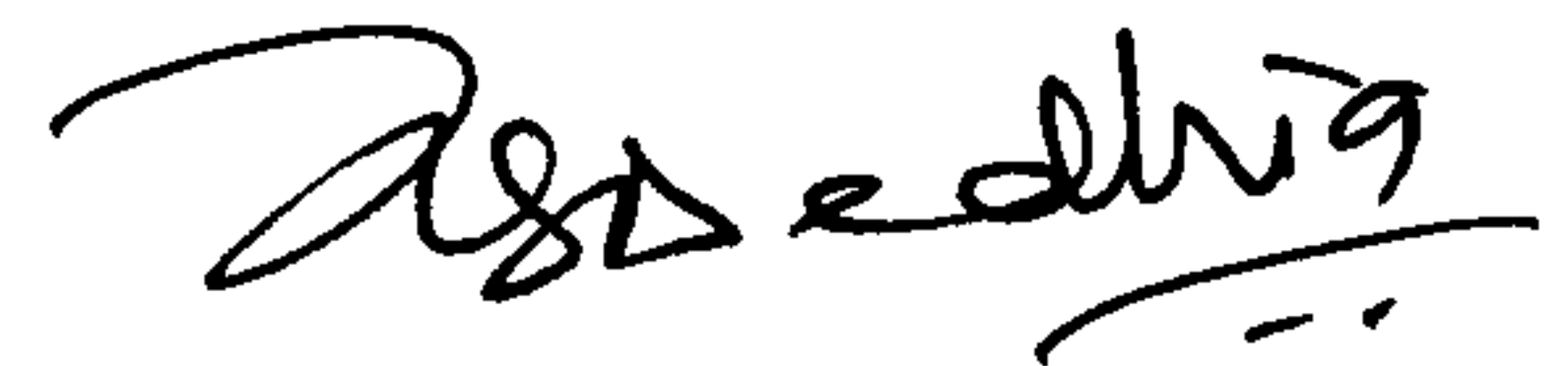
7 As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 4 and 5 of the Order. 8As required by section 227(3) of the Act, we report that:

- a. we have 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 appears from our examination of those books;
- c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the applicable Accounting Standards referred to in subsection (3C) of section 211 of the Act;
- e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act;

For Khimji Kunverji & Co
Chartered Accountants
Firm Registration No 105146W

Place: Mumbai

Date: May 13, 2013



Hasmukh B Dedhia
Partner (F – 33494)

Annexure referred to in paragraph 7 of the Our Report of even date to the members Attest Testing Services Limited on the accounts of the company for the year ended 31st March, 2013

i. In respect of its Fixed Assets:

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

(b) In accordance with a planned programme of verifying all fixed assets once in three years, the physical verification of fixed asset is being carried out by the management. The plan of such verification, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As per the information and explanations given to us, no material discrepancies are so far noticed on such verification;

(c) The Company has not disposed off a substantial part of its Fixed Assets during the year.

ii. The company does not maintain the stock of inventory hence clause (ii) of the Order is not applicable.

iii. According to the information and explanation given to us, the company has not granted or taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Act hence clause (iii) of the order is not applicable.

iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company.

v. Based on the audit procedures applied and according to the information and explanations provided by the management, there are no transactions that need to be entered in the register maintained under section 301 of the Act, hence clause 4(v)(b) of the Order is not applicable to the company.

vi. The company has not accepted deposits from the public, and hence the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Act, are not applicable, to the Company. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.

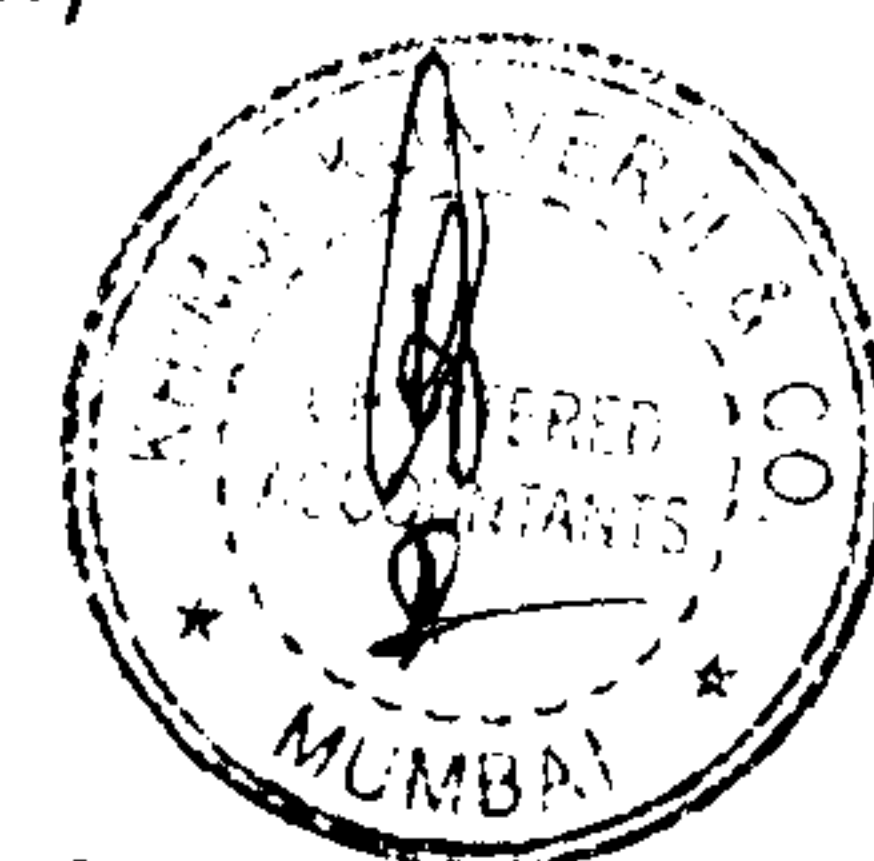
Khimji Kunverji & Co

(Registered)

CA

Chartered Accountants

- vii. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii. The Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for the products of the Company.
- ix. In our opinion and according to the information and explanations given to us in respect of statutory and other dues,
- (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, cess and other material statutory dues with the appropriate authorities during the year, where applicable. We are informed that during the year the company is not liable for Sales Tax, Wealth Tax, Custom Duty, Excise Duty and Investor Education & Protection Fund. There were no arrears as at March 31, 2013 for a period of more than six months from the date they become payable
- (b) According to information and explanations given to us there are no dues of Income tax/ Service Tax / Provident Fund and cess which have not been deposited with the appropriate authorities on account of any dispute
- x. The Company has no accumulated losses at the end of the financial year. Also the Company has not incurred any cash losses in the current financial year but there was cash losses in the immediately preceding financial year
- xi. According to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders
- xii. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xiv. In our opinion, the company is not dealing in or trading in shares securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions



Khimji Kunverji & Co

(Registered)

CA

Chartered Accountants

- xvi. According to the information and explanations given to us by the management, no term loans are raised during the year by the Company; hence the provisions of clause 4(xvi) of the Order are not applicable to the Company.
- xvii. According to the information and explanations given to us and on overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment
- xviii. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Act during the year.
- xix. The Company has not issued any debentures during the year. Hence clause 4(xiv) of the order is not applicable to the Company.
- xx. The Company has not raised any money through a public issue during the year.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the year nor have we been informed of such case by the management

For Khimji Kunverji & Co
Chartered Accountants
Firm Registration No 105146W

Place: Mumbai

Date: May 13, 2013



Hasmukh B Dedhia
Partner (F – 33494)

ATTEST TESTING SERVICES LIMITED
BALANCE SHEET AS AT MARCH, 2013

Amount in ₹

PARTICULARS	Note No.	AS AT	
		March 31, 2013	March 31, 2012
(I) EQUITY AND LIABILITIES			
1 SHARE HOLDERS' FUNDS			
(a) Share capital	1	828,410	828,410
(b) Reserves and surplus	2	27,195,704	(2,647,257)
		28,024,114	(1,818,847)
2 NON CURRENT LIABILITIES	3		
(a) Long term provisions		1,603,549	2,843,167
		1,603,549	2,843,167
3 CURRENT LIABILITIES	4		
(a) Trade payables		19,924,861	8,722,574
(b) Other current liabilities		10,801,423	52,402,957
(c) Short term provisions		6,945,229	8,474,664
		37,671,513	69,600,195
TOTAL		67,299,175	70,624,515
(II) ASSETS			
1 NON CURRENT ASSETS			
(A) Fixed Assets	5		
(i) Tangible Assets		8,268,591	2,556,040
(ii) Intangible Assets		9,579,528	43,342
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		104,000	104,000
		17,952,119	2,703,382
(B) Long Term Loans and Advances	6		21,754,655
		25,908,816	21,754,655
2 CURRENT ASSETS	7		
(i) Trade receivables		3,430,391	38,553,793
(ii) Cash and bank balances		14,845,113	2,712,477
(iii) Short term loans and advances		5,162,736	4,900,207
		23,438,240	46,166,477
TOTAL		67,299,175	70,624,515
SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES ON ACCOUNTS	15		

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

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

Hasmukh B Dedhia
Partner (F -33494)

Place : Mumbai

13th MAY 2013

For and on behalf of the Board of Directors
ATTEST TESTING SERVICES LIMITED

T.K. Ravishankar
Director

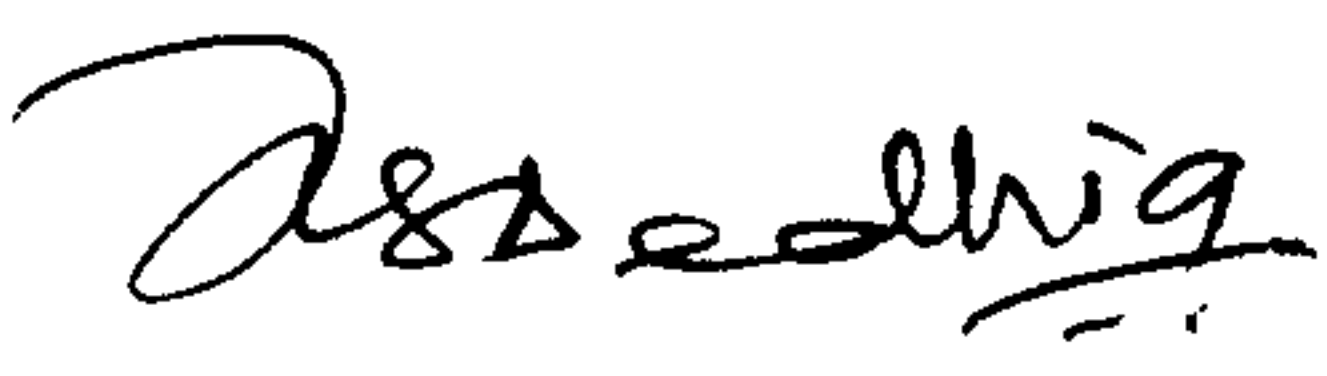
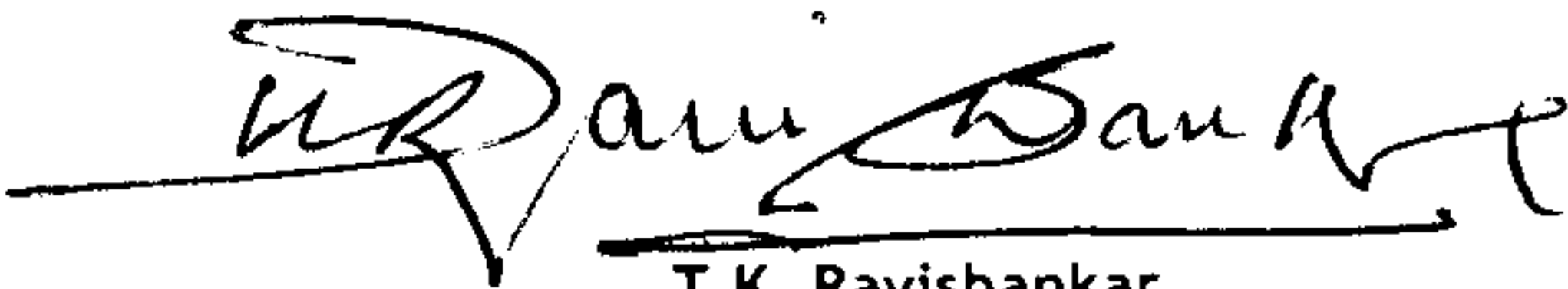

Anuj Kacker
Director

Mumbai, 13th May 2013

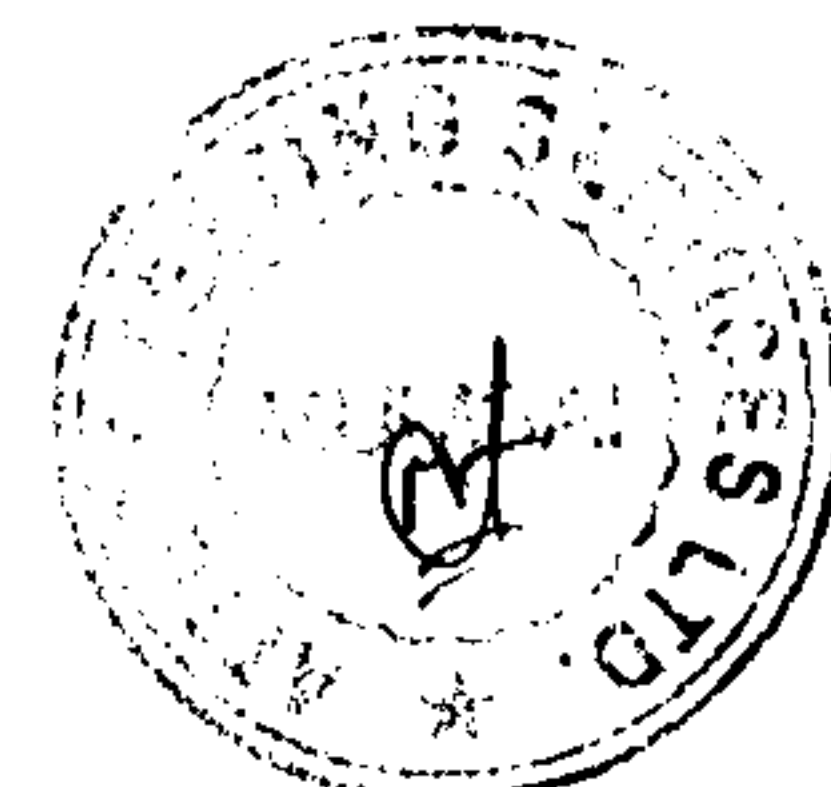


ATTEST TESTING SERVICES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2013

Amount in ₹

PARTICULARS	Note No.	For the year ended 31, 2013	For the year ended 31, 2012
INCOME			
Income from operations	8	173,657,516	174,193,995
Other income	9	5,987,526	2,636,909
		179,645,042	176,830,903
EXPENDITURE			
Training and education expenses	10	66,749,751	75,901,184
Marketing and advertisement expenses	11	283,067	891,339
Payments to and provision for employees	12	53,402,372	45,509,294
Administration and other expenses	13	14,413,838	10,422,181
Interest and finance charges	14	97,195	236,779
Depreciation and amortisation	5	4,755,858	2,404,917
		139,702,081	135,365,695
PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX		39,942,961	41,465,208
EXCEPTIONAL ITEMS		-	-
PROFIT/(LOSS) AFTER EXCEPTIONAL ITEMS		39,942,961	41,465,208
PROVISION FOR TAXATION			
- Income Tax		10,100,000	8,417,351
- Mat Credit Entitlement - (Refer Point B-7 of Note 15)		-	(4,245,951)
		10,100,000	4,171,400
PROFIT/ (LOSS) AFTER TAX		29,842,961	37,293,808
PROFIT/ (LOSS) BROUGHT FORWARD FROM PREVIOUS YEAR		(2,647,257)	(39,941,066)
BALANCE CARRIED TO BALANCE SHEET		27,195,704	(2,647,257)
Earning Per Share (Refer Point No. B-2 Of Note 15)			
- Basic		360.24	450.19
- Diluted		360.24	450.19
[Nominal value of share ₹ 10 each (Previous year ₹ 10 each)]			
SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES ON ACCOUNTS		15	
<p>Notes referred to above form an integral part of the financial statement As per our attached report of even date.</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p>For and on behalf of KHIMJI KUNVERJI & CO. (Firm Registration No. 105146W) Chartered Accountants</p> <p style="text-align: center;"> Hasmukh B Dedhia Partner (F -33494)</p> <p>Place : Mumbai Date :</p> </div> <div style="width: 50%;"> <p>For and on behalf of the Board of Directors ATTEST TESTING SERVICES LIMITED</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> <p style="text-align: center;"> T.K. Ravishankar Director</p> </div> <div style="text-align: center;"> <p style="text-align: center;"> Anuj Kacker Director</p> </div> </div> <p style="text-align: center;">Mumbai, 13th May 2013</p> </div> </div>			

11 3 MAY 2013

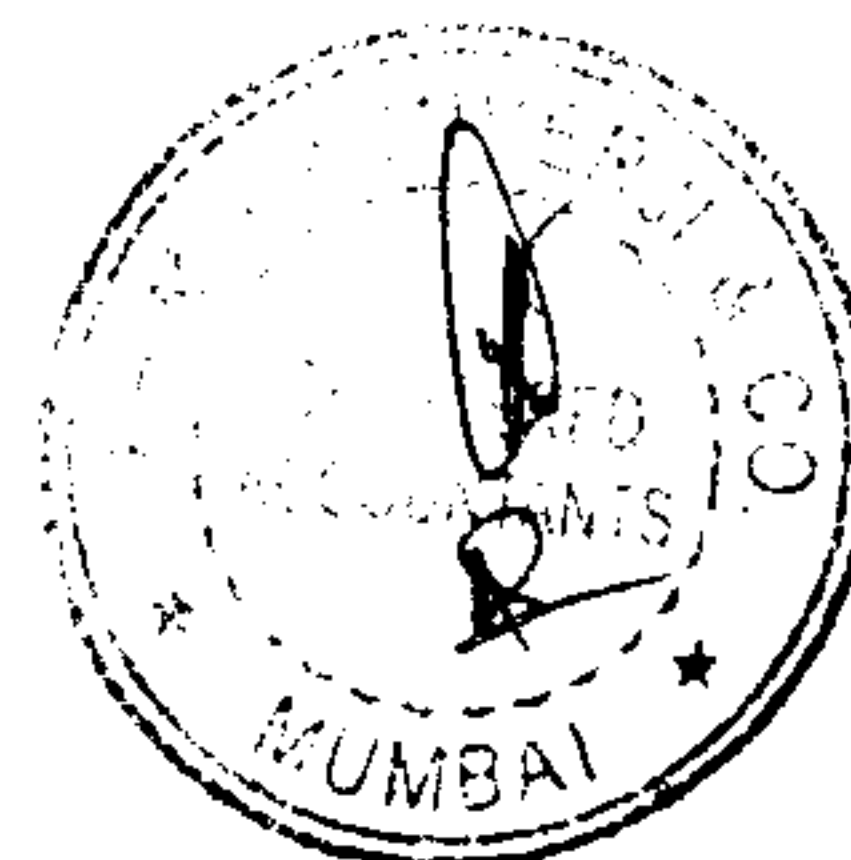


ATTEST TESTING SERVICES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2013

Amount in ₹

PARTICULARS	For the year ended March'2013		For the year ended March'2012	
(A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT / (LOSS) BEFORE TAX		39,942,961		41,465,208
Adjustments				
Loss/(Profit) due to discardation of Fixed assets	(30,479)		3,113	
Depreciation and Amortisation	4,755,858		2,404,917	
Interest and Finance Costs	97,195		236,779	
Interest Income	(158,524)		(1,451,455)	
Provision for doubtful debts	261,328		-	
Exchange gain/loss	8,679		5,913	
Liabilities no longer required written back	(5,798,023)		(1,182,341)	
ESOP Expenses	-		14,219	
		(863,965)		31,145
Operating Profit Before Working Capital Changes		39,078,996		41,496,353
Adjustments for :				
Decrease / (Increase) in Trade and other receivables	34,862,073		(40,405,809)	
Decrease / (Increase) in Loans and Advances	(262,528)		(2,054,734)	
(Decrease) / Increase in Current Liabilities	(27,370,278)		(11,530,276)	
(Decrease) / Increase in FCTR	(8,679)		(5,913)	
		7,220,587		(53,996,732)
Cash From / (used) in Operating Activities		46,299,582		(12,500,379)
Income Tax Paid	-		-	
Net Cash From / (used) in Operating Activities (I)		46,299,582		(12,500,379)
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(22,209,712)		(1,858,649)	
Sale of Fixed Assets	2,235,596		(3,113)	
Long term advances Loans and Advances	(14,254,161)		2,315,531	
Investing in Bank deposits	1,338,939		(270,269)	
Interest received	158,524		1,451,455	
Net Cash used in Investing Activities (II)		(32,730,814)		1,634,955
(C) CASH FROM FINANCING ACTIVITIES				
Proceeds from issue of Share Capital/ESOP	-		(14,219)	
Interest and financae cost charges	(97,195)		(236,779)	
Net Cash from Financing Activities (III)		(97,195)		(250,998)
Net (Decrease) / Increase in Cash & Cash equivalent (I+II+III)		13,471,575		(11,116,423)
Cash & Cash equivalents at the beginning of the year		836,573		11,952,996
Cash & Cash equivalents at the end of the year		14,308,148		836,573
		13,471,575		(11,116,423)

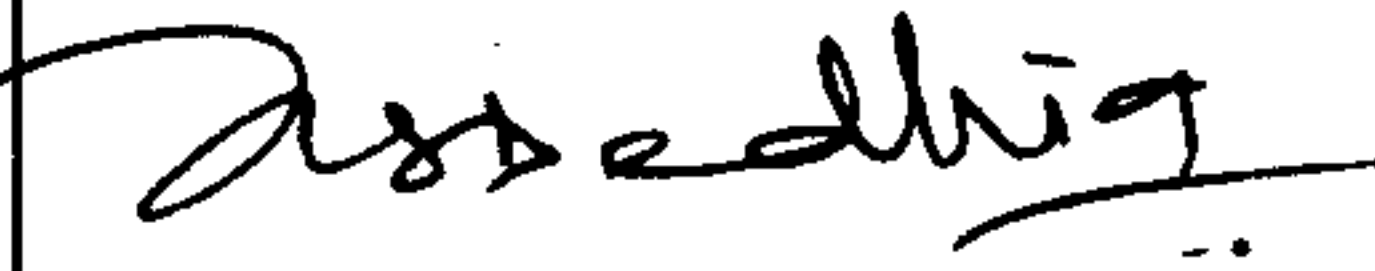


Notes:

1. For Cash & Cash equivalent which includes cash & bank balance in Current Accounts and Deposit Accounts.[Refer Note 7 (ii)]
2. The previous year's figures have been regrouped / rearranged to confirm to the current year's presentation, whenever necessary.

As per our report of even date.

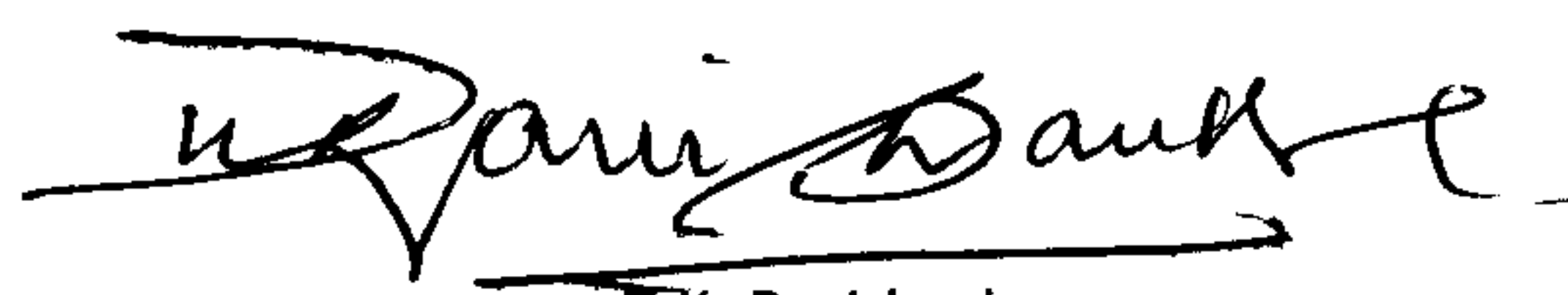
For and on behalf of
KHIMJI KUNVERJI & CO.
Chartered Accountants
Firm Registration No.105146W



Hasmukh B Dedhia
Partner (F -33494)
Place : Mumbai

Date :

For and on behalf of the Board of Directors
ATTEST TESTING SERVICES LIMITED



T.K. Ravishankar
Director



Anuj Kacker
Director

Mumbai, 13th May 2013

13 MAY 2013



Note 1 Share Capital

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number	₹	Number	₹
Authorised				
Equity Shares of ₹ 10 each	100,000	1,000,000	100,000	1,000,000
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid up	82,841	828,410	82,841	828,410
Total	82,841	828,410	82,841	828,410

The Company has equity shares having a par value of Rs.10/- each. The holder of equity share is entitled to same rights in all respect.

Note 1.1 Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period;

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	82,841	828,410	82,841	828,410
Shares Issued during the year :-	-	-	-	-
Shares outstanding at the end of the year	82,841	828,410	82,841	828,410

Note 1.2 Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held

100% equity share capital held by Holding Company, Aptech Limited.

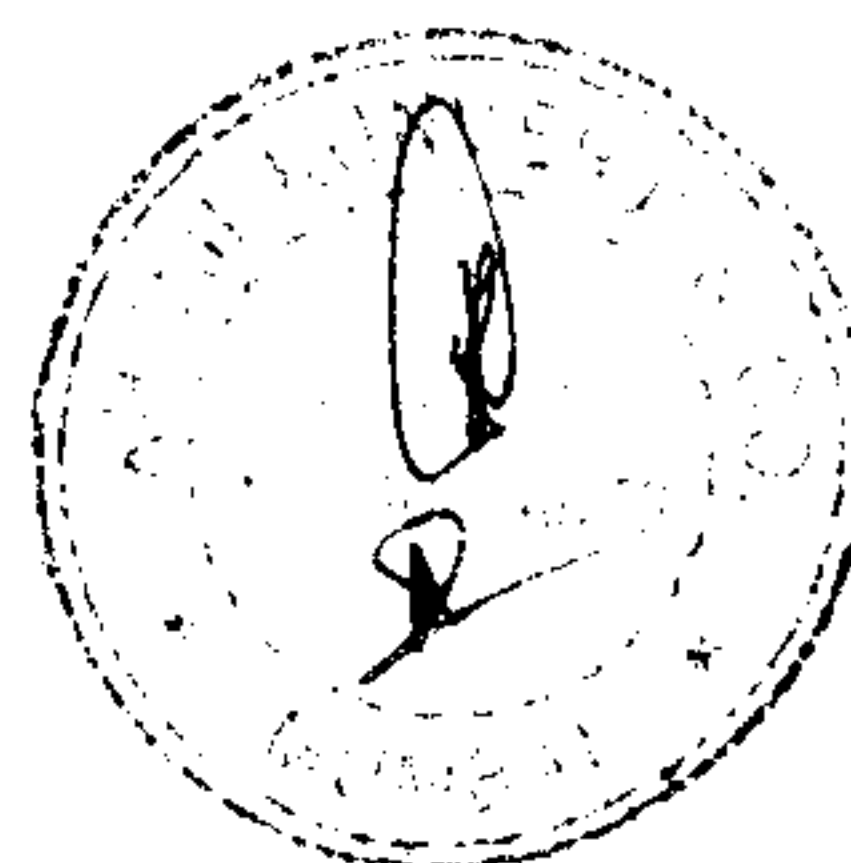
Note 1.3 For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:

In the peirod of five years immediately preceding March 31, 2013 the Company has not:

1. issued equity shares pursuant to contract(s) without payment being received in cash,
2. issued equity shares fuly paid up by way of bonus shares,
3. Bought back equity shares.

Note 2 Reserves & Surplus

Particulars	As at 31 March 2013	As at 31 March 2012
	₹	₹
Profit and loss accounts balance		
Opening balance	(2,647,257)	(39,941,066)
(+) Net Profit/(Net Loss) for the current year	29,842,961	37,293,808
Closing Balance	27,195,704	(2,647,257)
Total	27,195,704	(2,647,257)



Note 3 Non Current Liabilities

Note 3 (a) Long Term Provisions

<u>Particulars</u>	As at 31 March 2013	As at 31 March 2012
	₹	₹
Provision for employee benefits		
Gratuity (unfunded)	141,079	1,664,682
Leave Encashment (unfunded) (Refer Point No.B-3 of Note 15)	1,462,470	1,178,485
Total	1,603,549	2,843,167

Note 4 Current Liabilities

Note 4 (a) Trade Payable

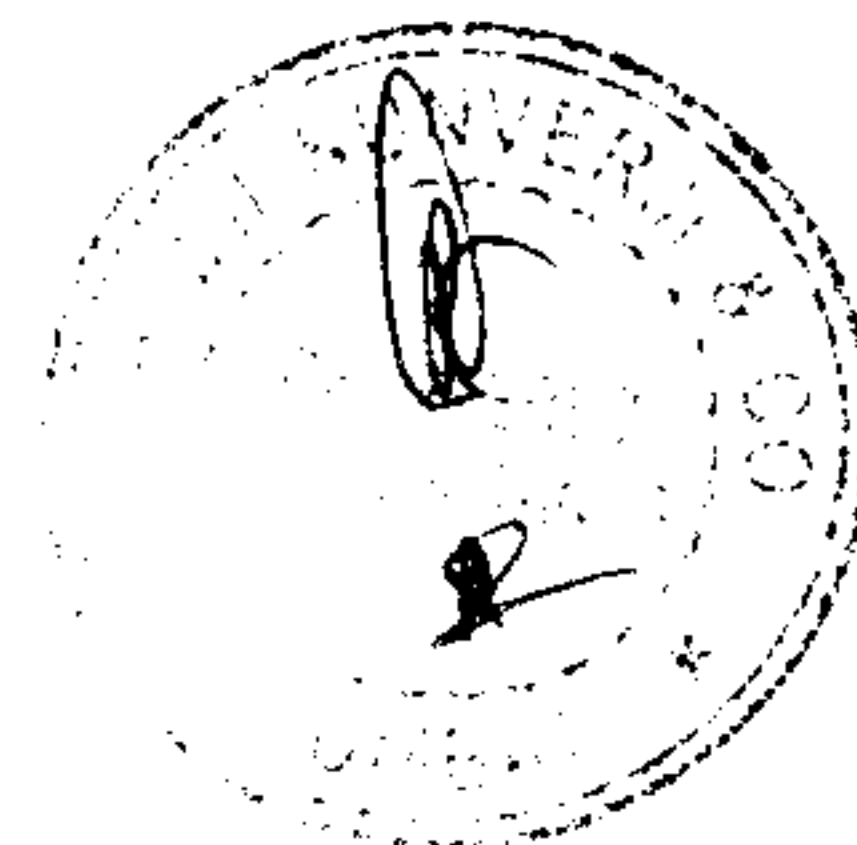
<u>Particulars</u>	As at 31 March 2013	As at 31 March 2012
	₹	₹
Unsecured		
Trade Payable		
Sundry creditors *	19,924,861	8,722,574
* Based on information available with the Company, there are no dues payable to Micro Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.		
Total	19,924,861	8,722,574

Note 4 (b) Other Current Liabilities

<u>Particulars</u>	As at 31 March 2013	As at 31 March 2012
	₹	₹
(a) Loan from Group Companies	8,158,920	50,204,301
(b) Franchisee/ other deposits	500,000	362,427
(c) Sundry creditors for capital assets	386,404	515,228
(d) Other payables :-		
Statutory Dues	1,565,995	1,173,362
Other Payables	190,104	147,639
Total	10,801,423	52,402,957

Note 4(c) Short Term Provisions

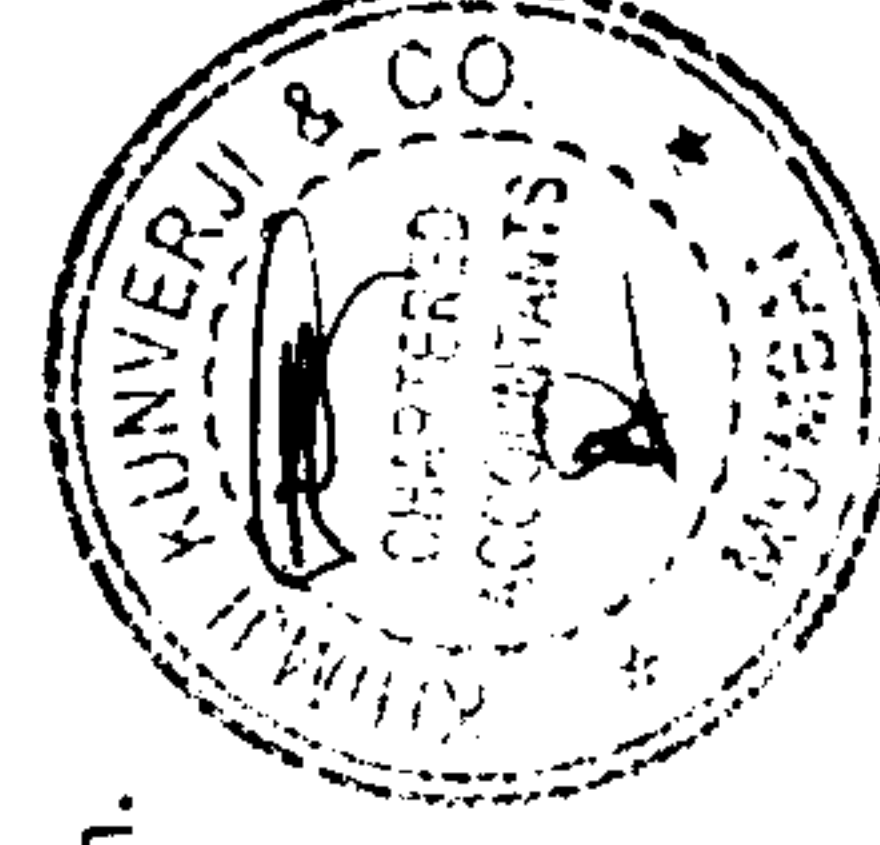
<u>Particulars</u>	As at 31 March 2013	As at 31 March 2012
	₹	₹
(a) Provision for employee benefits :-		
Leave Encashment (funded) (Refer Point No.B-3 of Note 15)	93,457	71,057
(b) Others :-		
Provision for Expenses	6,851,772	8,403,607
Total	6,945,229	8,474,664



Note 5 Fixed Assets

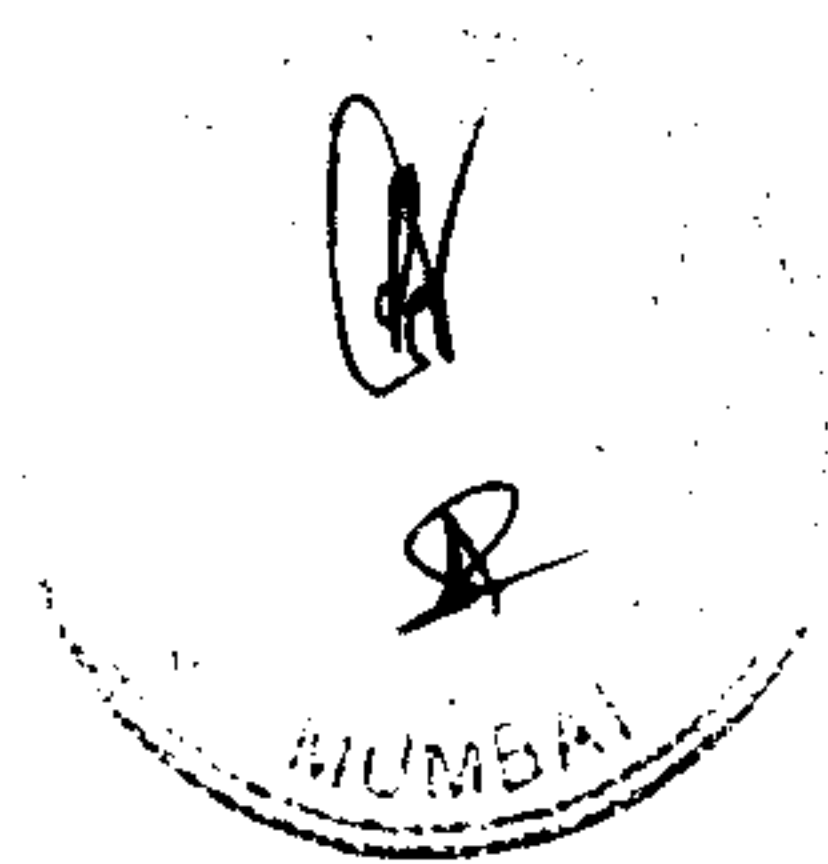
Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1 April 2012	Additions	Disposals	Balance as at 31st Mar'2013	Balance as at 1 April 2012	Depreciation charge for the year	Deduction on account of disposal	Balance as at 31st Mar'2013	Balance as at 31st Mar'2012	
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
a										
Tangible Assets										
Computer Hardware	9,078,380	10,139,658	2,378,121	16,839,918	7,501,753	2,996,841	1,366,901	9,131,693	1,576,627	
Furniture and Fixtures	3,651,508	18,000	560,051	3,109,457	3,291,778	54,780	275,553	3,071,006	359,730	
Vehicles	844,406	-	-	844,406	844,406	-	-	844,406	-	
Office Equipment	1,603,268	71,947	204,861	1,470,354	1,033,253	59,890	98,004	995,139	570,015	
Electrical Fittings	2,310,074	-	-	2,310,074	2,260,406	2,967	-	2,263,373	49,668	
Total	17,487,636	10,229,605	3,143,033	24,574,208	14,931,596	3,114,479	1,740,457	16,305,617	2,556,040	
Previous year	15,765,584	1,858,649	136,598	17,487,636	13,569,432	1,498,762	136,598	14,931,596	2,196,153	
b										
Intangible Assets										
Computer software	20,173,715	11,980,107	-	32,153,821	20,130,372	1,641,379	(802,542)	22,574,293	43,342	
Total	20,173,715	11,980,107	-	32,153,821	20,130,372	1,641,379	(802,542)	22,574,293	43,342	
Previous year	20,173,715	-	-	20,173,715	19,224,218	906,155	-	20,130,372	949,497	
c										
Capital Work In Progress										
Intangible assets under Development	104,000	-	-	104,000	-	-	-	-	104,000	
Total	37,765,350	22,209,712	3,143,033	56,832,029	35,061,968	4,755,858	937,916	38,879,910	2,703,382	
Previous year	36,043,299	1,858,649	136,598	37,765,350	32,793,649	2,404,917	136,598	35,061,968	3,249,650	

Note : The transfer of asset from one company to another within Group is effected at Gross Block & accumulated depreciation.



Note 6 Long Term Loans and Advances

Particulars	As at 31 March 2013		As at 31 March 2012	
	₹	₹	₹	₹
a. Security Deposits				
Unsecured, considered good		505,953		301,203
		505,953		301,203
b. Other loans and advances				
Advance Tax (Net of Provision for Tax of Rs. 17,377,827/- (PY Rs. 91,77,827/-) (Refer Point B-7 of Note 15B)	25,103,920		20,875,690	
Loans and advances to employees	298,943		577,762	
		25,402,863		21,453,452
Total		25,908,816		21,754,655



Note 7 (i) Trade Receivables

Particulars	As at 31 March 2013	As at 31 March 2012
	₹	₹
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	3,430,391	23,375,426
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts		
	3,430,391	23,375,426
Trade receivables outstanding for a period exceeding six months from the date they are due for payment *		
Secured, considered good	-	-
Unsecured, considered good		15,178,367
Unsecured, considered doubtful	596,501	335,173
Less: Provision for doubtful debts	(596,501)	(335,173)
	-	15,178,367
Total	3,430,391	38,553,793

* Sundry Debtors are subject to confirmation and reconciliation.

Note 7(ii) Cash and cash balances

Particulars	As at 31 March 2013	As at 31 March 2012
	₹	₹
a. Cash and cash equivalents :-		
i. Cash on hand	-	-
ii. Balance with banks :-		
Bank deposits	36,508	-
In Current Accounts	14,271,640	836,573
b. Other Bank balances :-		
Bank deposits *	536,965	1,875,904
Total	14,845,113	2,712,477

* Bank deposits as of March 31, 2013 and March 31, 2012 include restricted balances of Rs. 533,658/- and Rs. 248,740/- respectively. The restriction are primarily on account of cash and bank balances held as margin money deposits against guarantees.

Note 7(iii) Short-term loans and advances

Particulars	As at 31 March 2013	As at 31 March 2012
	₹	₹
Prepaid expenses	2,569,851	2,162,629
Travel advances and loan to employee	487,504	320,161
Other current assets	2,105,380	2,417,417
Total	5,162,736	4,900,207

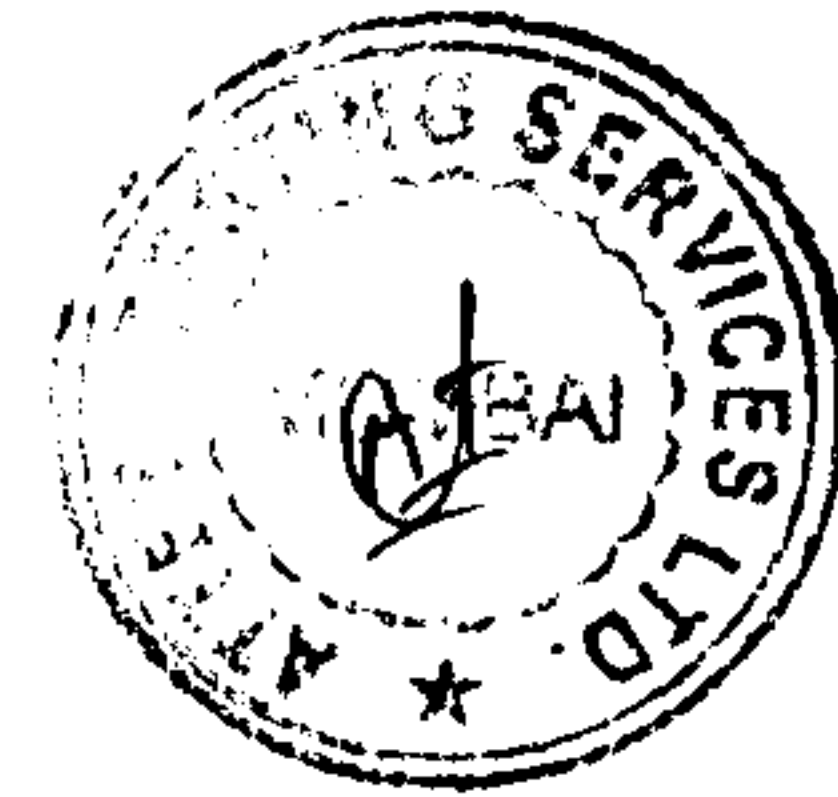
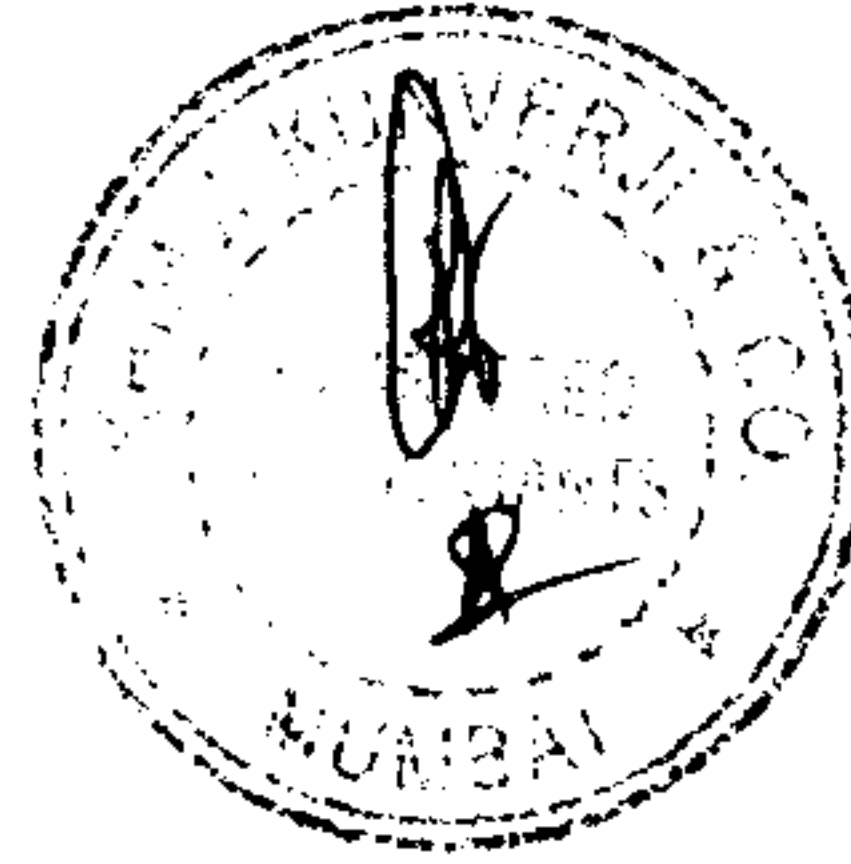


Note 8 Income from Operation

Particulars	2012-13	2011-12
	₹	₹
Income from Testing Services Operations	173,657,516	174,193,995
Total	173,657,516	174,193,995

Note 9 Other Income

Particulars	2012-13	2011-12
	₹	₹
Interest	158,524	1,451,455
Liabilities No Longer Required Written Back	5,798,023	1,182,341
Net gain/loss on sale of assets	30,479	3,113
Other non-operating income	500	-
Total	5,987,526	2,636,909



Note 10 Training and education expenses

Particulars	2012-13	2011-12
	₹	₹
Professional Charges	816,141	4,701,855
Test Execution Charges	65,933,610	71,199,329
Total	66,749,751	75,901,184

Note 11 Marketing and advertisement expenses

Particulars	2012-13	2011-12
	₹	₹
Advertisement expenses	192,012	762,081
Other marketing expenses	91,055	129,258
Total	283,067	891,339

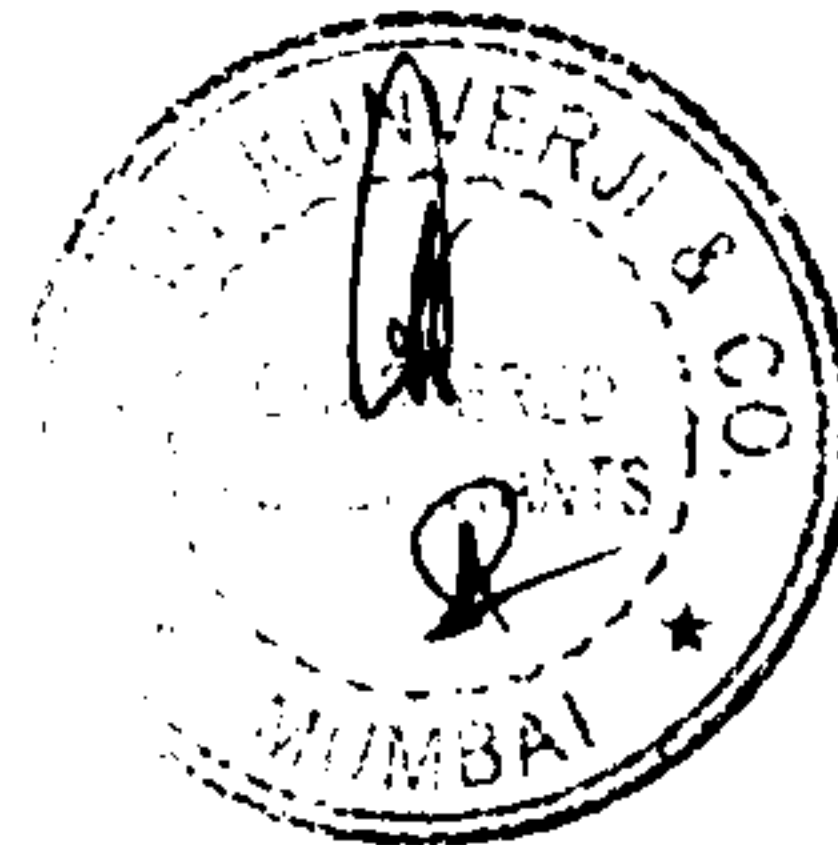
Note 12 Payments to and Provision for Employees

Particulars	2012-13	2011-12
	₹	₹
(a) Salaries and incentives	50,562,252	42,608,977
(b) Contribution to Provident and other Funds	1,600,163	1,341,905
(c) Gratuity (Refer Point No.B-4 of note 15)	476,396	946,220
(d) Esop Compensation Cost (Net) (Refer note 12.1 below)	-	14,219
(e) Staff welfare expenses	763,560	597,973
Total	53,402,372	45,509,294

Note 12.1

Based on the resolution for Employee Stock option as approved by the shareholder of Holding Company, the holding company has granted 30,000 numbers of stock options on May 4, 2007 to eligible employees of the Company comprising of 4,500, 6,000, 7,500 and 12,000 options, with a vesting period of 12, 24, 36 and 48 months respectively from the award date and an exercise period of one year from the respective vesting dates.

The stock option discount in the aforesaid scheme, computed as per SEBI guidelines in this respect, is being amortised on a straight line basis over the vesting period. Accordingly, during the year there is a net expenses of Rs. is **Rs. Nil** (Previous Year net recovery of Rs. 14,219/-) being the proportionate net charge of discount for the year, has been included in "ESOP Compensation Cost".



Note 13 Administration and other expenses

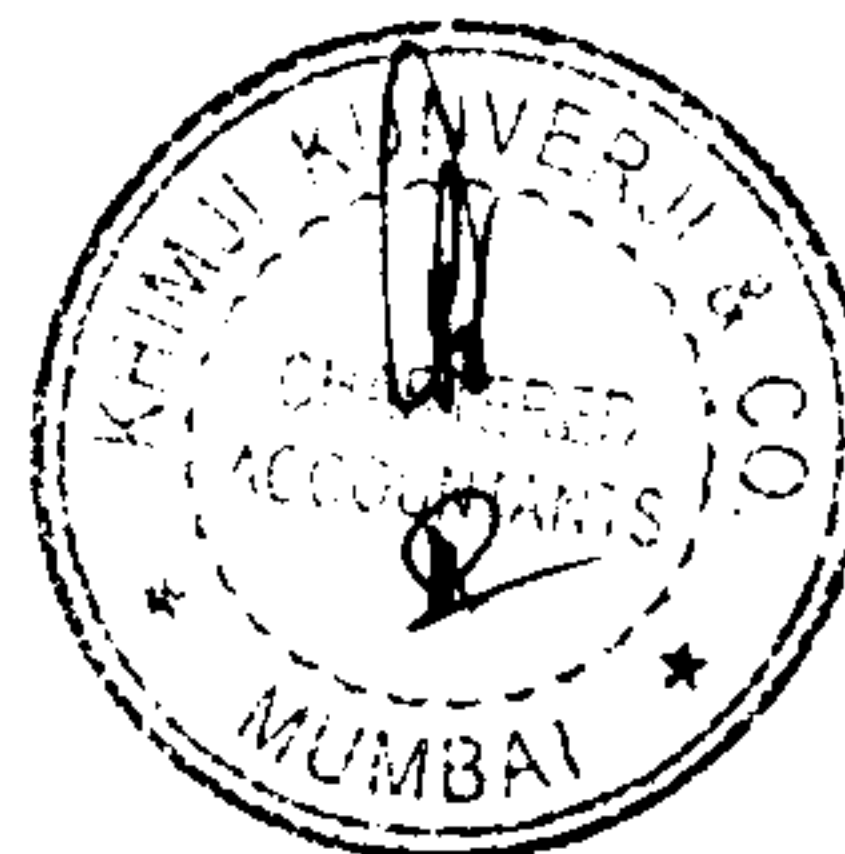
Particulars	2012-13	2011-12
	₹	₹
Rent	1,798,997	890,060
Rates And Taxes	632,746	178,241
Travelling And Conveyance Expenses	3,897,356	3,394,619
Electricity Charges	1,321,582	701,246
Communication Expenses	1,068,182	771,534
Repairs And Maintenance :-		
Plant & Machinery	16,744	87,332
Others	525,802	397,082
Insurance Premium	11,946	6,118
Legal And Professional Charges	619,373	328,710
Provision For Doubtful Debts	261,328	-
Audit Fees (Refer note no. 13.1)	215,739	177,304
Safety And Security	937,366	473,809
Exchange Difference (Net)	8,679	5,913
Printing & Stationery	281,628	299,283
Management expenses	2,738,155	2,668,002
Service tax expenses	1,107	-
Miscellaneous Expenses	77,108	42,928
Total	14,413,838	10,422,181

Note 13.1 Payments to the auditors as:

Particulars	2012-13	2011-12
	₹	₹
Audit Fees	80,000	80,000
Tax Audit Fees	50,000	50,000
Limited Review	45,000	45,000
Certification/ Other Fees	37,500	-
Reimbursement of expenses	3,239	2,304
Total	215,739	177,304

Note 14 Interest and finance charges

Particulars	2012-13	2011-12
	₹	₹
Interest expense:-		
Others	-	1,837
Commitment & Finance Charges	97,195	234,942
Total	97,195	236,779



NOTE '15': SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES & PRACTICES

1. ACCOUNTING CONVENTION:

The financial statements are prepared under the historical cost convention on an accrual basis in accordance with the generally accepted accounting principles, accounting Standard Notified by the Companies Accounting Standard Rules, 2006 (as amended), and the relevant provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Company, and are consistent with those used in the previous year.

2. 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.

3. RECOGNITION OF REVENUE:

Revenues / Incomes are accounted on accrual, as they are earned or incurred, unless otherwise mentioned.

Income from testing services is recognised when the testing services are completed and right to receive the fees is established.

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

4. FIXED ASSETS:

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

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

5. DEPRECIATION & AMORTISATION:

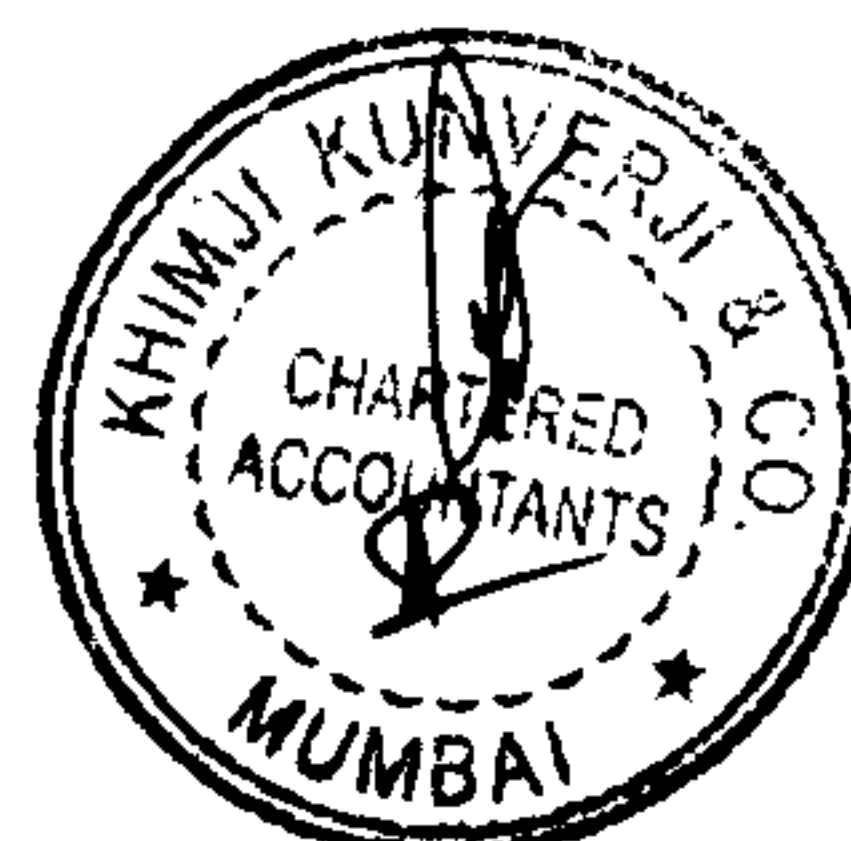
Depreciation on fixed assets is provided on Straight line method at the rates prescribed in Scheduled XIV to the Companies Act, 1956, except higher rate for

- Vehicles purchased under the "Own Your Car" (OYC) scheme for the employees, which are depreciated over the period of the scheme.
- Intangible Asset: - Computer software is amortized @ 33.33%, considering the useful life of the assets and obsolescence.
- Depreciation on Computer Hardware and Furniture & Fixtures acquired on or after 1st January 2006 is provided at the following higher rates based on its estimated useful life –

Furniture & fixtures	20.00%
Computers Hardware	33.33%

Depreciation on additions to asset or on sale / discardment of asset is calculated pro rata from the date of such addition or up to the date of such sale / discardment, as the case may be.

Depreciation on office equipments, furniture & fixtures, which are installed at leasehold premises, are amortised over lease period.



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

6. IMPAIRMENT OF ASSETS:

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

7. FOREIGN CURRENCY TRANSACTIONS:

Income or expenditure in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions takes place.

Monetary items in the form of Current Assets & Current Liabilities in foreign currency, outstanding at the close of the year, are converted in Indian currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss is accounted during the year.

Investment in shares of foreign subsidiary company is expressed in Indian currency at the rates of exchange prevailing at the time when the original investment was made.

8. EMPLOYEES STOCK OPTION PLAN (ESOP):

The holding company grants Employee Stock Option (ESOP-2006) to the company's employees. The same is accounted for by Holding Company as per the accounting treatment prescribed by Employee Stock Option Scheme, and Employee Stock Purchase guideline, 1999 issued by Securities and Exchange Board of India (SEBI), whereby the intrinsic value of the option being excess of the market value of the underlying share immediately prior to date of grant over its exercise price is recognized as deferred employee compensation. The holding company debits the company's share of ESOP compensation cost which is charged to profit and loss.

9. EMPLOYEE BENEFITS:

Defined Contribution Plan

Contribution to Defined Contribution Plans such as Government Provident Fund etc., are charged to the Profit & Loss Account as incurred.

Defined benefit Plans

The present value of the obligation under such plans is determined based on an actuarial valuation, using the projected unit credit method, carried out at the close of the period. Actuarial gains & losses arising on such valuation are recognised immediately in the Profit & Loss Account. In the case of gratuity, which is funded with Insurance Company, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plan, to recognise the obligation on net basis

Other Benefits

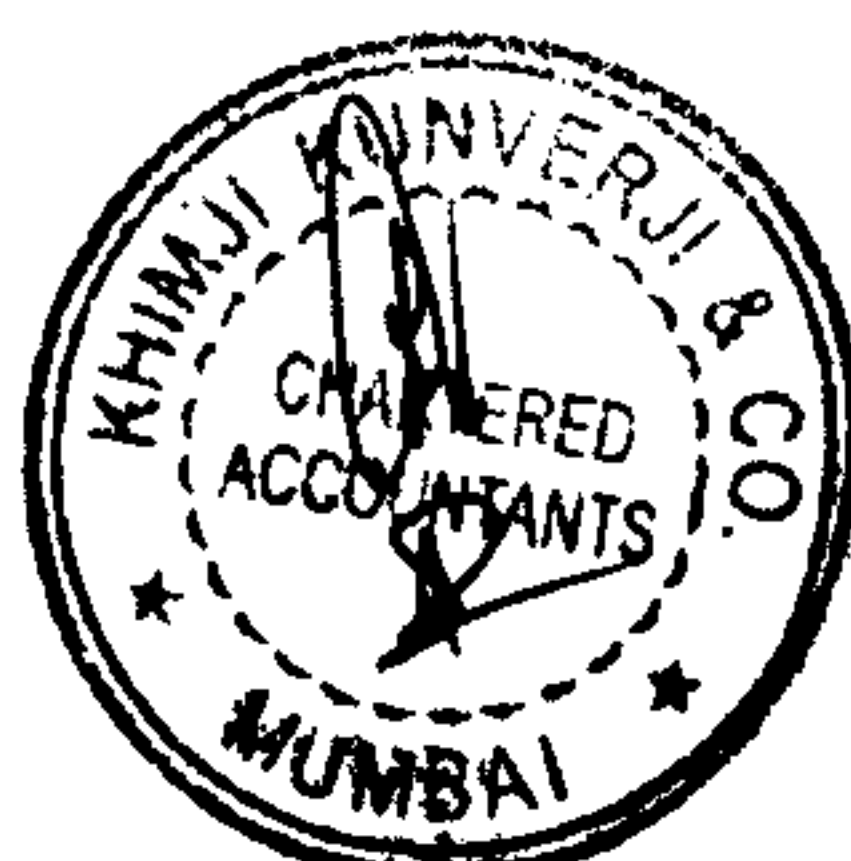
Termination benefits are recognised as and when incurred. From the year under audit provision for short term Compensated absences have been provided based on estimated actual. All employee benefits payable within twelve months of rendering the service are recognized in the period in which the employee renders the related service.

10. TAXATION:

Income tax charge comprises of current tax & deferred tax.

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

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year, in which the



MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the ICAI, the said asset is created by way of a credit to the Profit and Loss Account and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date, and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

The deferred tax asset & deferred tax liability is calculated by applying tax rate & tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets arising mainly on account of brought forward losses & unabsorbed depreciation under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure realisation.

11. EARNING PER SHARE:

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

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

12. OPERATING LEASE:

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

13. PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSET:

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

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

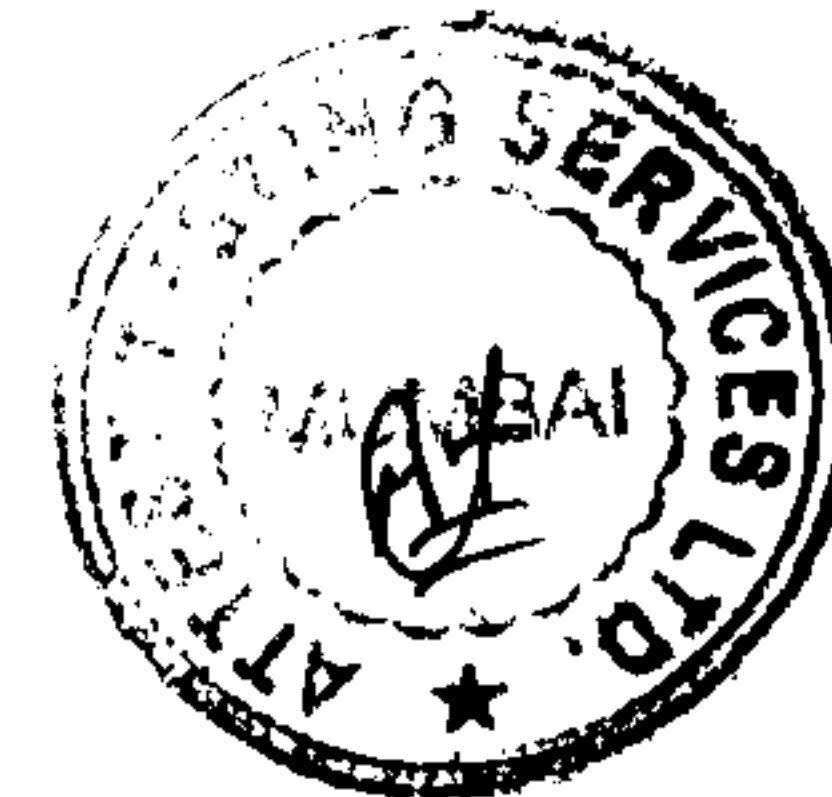
Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

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

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

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

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



NOTE "15" SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES ON ACCOUNTS

B. NOTES FORMING PART OF THE ACCOUNTS:

1. Contingent liability and capital commitment as follows :-

<u>Particulars</u>	As at 31	As at 31
	March 2013	March 2012
	₹	₹
(i) Contingent Liabilities		
(a) Counter guarantees to bank for projects	526,966	248,740
(b) In respect of tax matters	2,081,670	2,081,670
	2,608,636	2,330,410
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	9,100	3,680,260
	9,100	3,680,260
	2,617,736	6,010,670

2. EARNINGS PER SHARE:

<u>Particulars</u>	Year ended Mar'13	Year ended Mar'12
Net Profit (Loss) after tax (Rs.)	29,842,961	37,293,808
Weighted average number of shares	82,841	82,841
Nominal Value of shares (Rs.)	10/-	10/-
Basic and Diluted Earnings per Share (Rs.)	360.24	450.19

3. RETIREMENT BENEFITS:

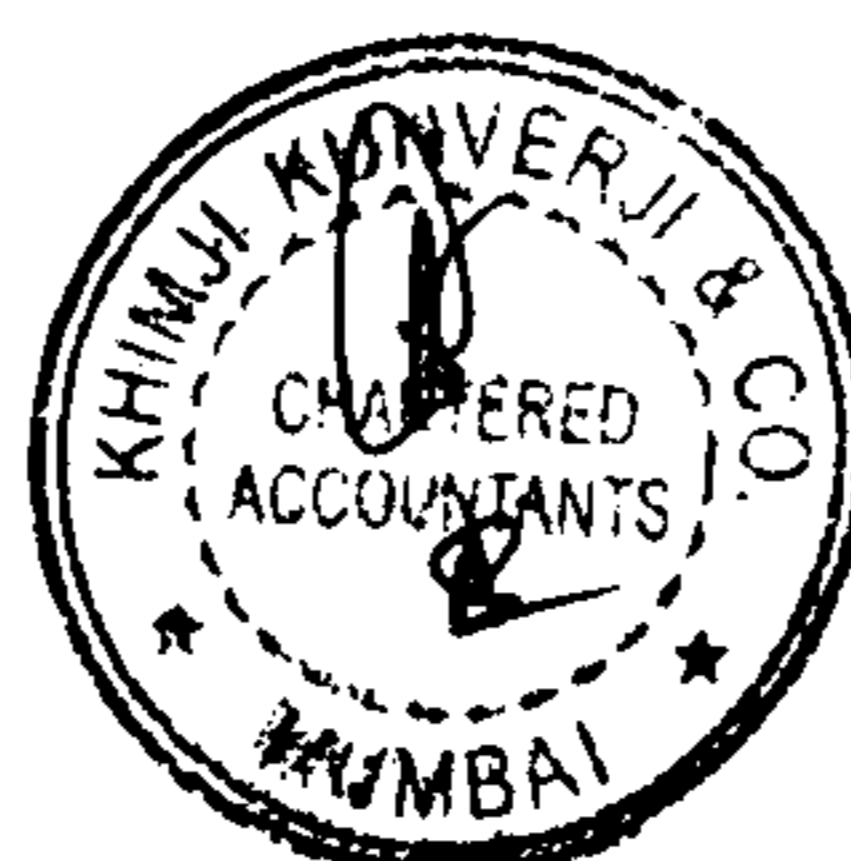
(A) DEFINED BENEFIT PLAN

(1) Amounts recognised in the Balance Sheet in respect of Gratuity:

<u>Particulars</u>	Amount in Rs.	
	2012-13	2011-12
Present value of the defined benefit obligation at the end of the period	2,313,419	1,840,419
Fair value of the plan assets	(2,172,340)	(175,737)
Net Liability / (Assets)	141,078	1,664,682

Amounts recognized in other Income and Salary and Other Allowances in the Profit & Loss account in respect of gratuity:

<u>Particulars</u>	Amount in Rs.	
	2012-13	2011-12
Current Service Cost	376,934	334,234
Interest on defined benefit obligation	156,436	71,536
Expected return on plan assets	(51,785)	-
Net actuarial (Gain)/ Loss recognised in the year	(5,188)	540,450
Net Gratuity Cost	476,396	946,220



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

Amount in Rs.

Particulars	2012-13	2011-12
Opening defined benefit obligation	1,840,419	894,199
Current Service Cost	376,934	334,234
Interest cost	156,436	71,536
Actuarial (Gain)/ Loss	(5,188)	540,450
Benefit Paid	(55,182)	0
Closing defined benefit obligation	2,313,419	1,840,419

Changes in Fair value Plan assets

Amount in Rs.

Particulars	2012-13	2011-12
Fair value of the plan assets at the beginning of the period	175,737	175,737
Expected return on plan assets for the period	51,785	-
Contributions during the period	2,000,000	-
Benefits paid during the period	(55,182)	-
Actuarial Gain / (Loss) on plan assets	-	-
Fair value of the plan assets at the end of the period	2,172,340	175,737

Principal Actuarial Assumptions at the Balance Sheet date 31.03.2013

Particulars	2012-13	2011-12
Discount Rate	8.25%	8.50%
Estimated rate of return on plan assets	9.92%	0.00%
Rate of Salary Growth	7.00%	7.25%

The estimates of future salary increases, considered in actuarial valuation, take account of Inflation, seniority, promotion and other relevant factors.

General description of the fair value of the plan

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

(2) Amounts recognized in the Balance Sheet in respect of Leave Encashment:

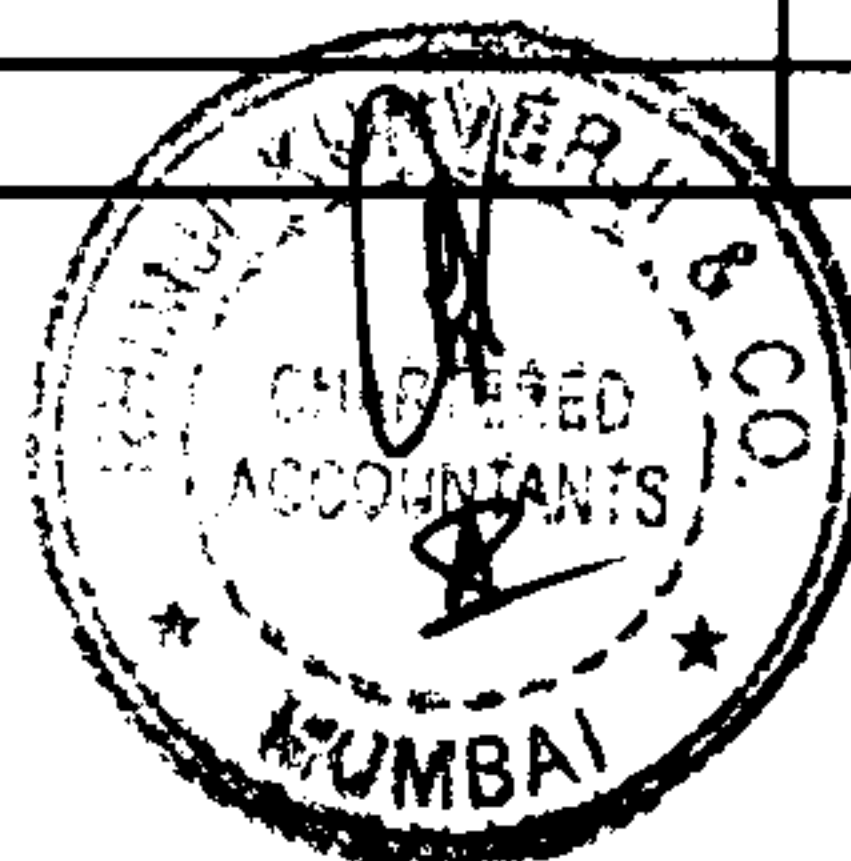
Amount in Rs.

Particulars	2012-13	2011-12
Present value of the defined benefit obligation at the end of the period	1,249,542	1,249,542
Fair value of the plan assets	-	-
Net Liability / (Assets)	1,249,542	1,249,542

Amounts recognized in other Income and Salary and Other Allowances in the Profit & Loss account in respect of Leave Encashment:

Amount in Rs.

Particulars	2012-13	2011-12
Current Service Cost	210,925	210,925
Interest on defined benefit obligation	61,806	61,806
Expected return on plan assets	-	-
Net actuarial (Gain)/ Loss on plan Assets	256,697	256,697
Net Compensated absences / Leave encashment Cost	529,428	529,428



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

Amount in Rs.

Particulars	2012-13	2011-12
Opening defined benefit obligation	1,840,419	894,199
Current Service Cost	376,934	334,234
Interest cost	156,436	71,536
Actuarial (Gain)/ Loss	(5,188)	540,450
Benefit Paid	(55,182)	0
Closing defined benefit obligation	2,313,419	1,840,419

Changes in Fair value Plan assets

Amount in Rs.

Particulars	2012-13	2011-12
Fair value of the plan assets at the beginning of the period	175,737	175,737
Expected return on plan assets for the period	51,785	-
Contributions during the period	2,000,000	-
Benefits paid during the period	(55,182)	-
Actuarial Gain / (Loss) on plan assets	-	-
Fair value of the plan assets at the end of the period	2,172,340	175,737

Principal Actuarial Assumptions at the Balance Sheet date 31.03.2013

Particulars	2012-13	2011-12
Discount Rate	8.25%	8.50%
Estimated rate of return on plan assets	9.92%	0.00%
Rate of Salary Growth	7.00%	7.25%

The estimates of future salary increases, considered in actuarial valuation, take account of Inflation, seniority, promotion and other relevant factors.

General description of the fair value of the plan

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

(2) Amounts recognized in the Balance Sheet in respect of Leave Encashment:

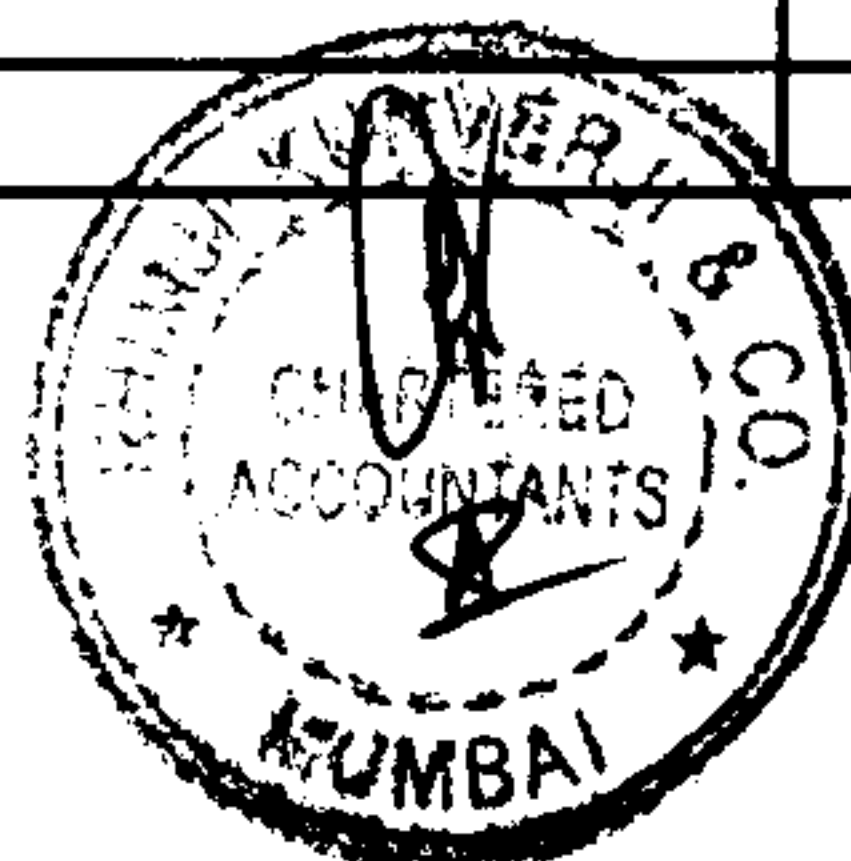
Amount in Rs.

Particulars	2012-13	2011-12
Present value of the defined benefit obligation at the end of the period	1,249,542	1,249,542
Fair value of the plan assets	-	-
Net Liability / (Assets)	1,249,542	1,249,542

Amounts recognized in other Income and Salary and Other Allowances in the Profit & Loss account in respect of Leave Encashment:

Amount in Rs.

Particulars	2012-13	2011-12
Current Service Cost	210,925	210,925
Interest on defined benefit obligation	61,806	61,806
Expected return on plan assets	-	-
Net actuarial (Gain)/ Loss on plan Assets	256,697	256,697
Net Compensated absences / Leave encashment Cost	529,428	529,428



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

Amount in Rs.

Particulars	2012-13	2011-12
Opening defined benefit obligation	772,576	772,576
Current Service Cost	210,925	210,925
Interest cost	61,806	61,806
Actuarial (Gain)/ Loss	256,697	256,697
Benefit Paid	(52,462)	(52,462)
Closing defined benefit obligation	1,249,542	1,249,542

Principal Actuarial Assumptions at the Balance Sheet date 31.03.2013

Particulars	2012-13	2011-12
Discount Rate	8.50%	8.50%
Estimated rate of return on plan assets	9.92%	0.00%
Rate of Salary Growth	7.25%	7.25%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors.

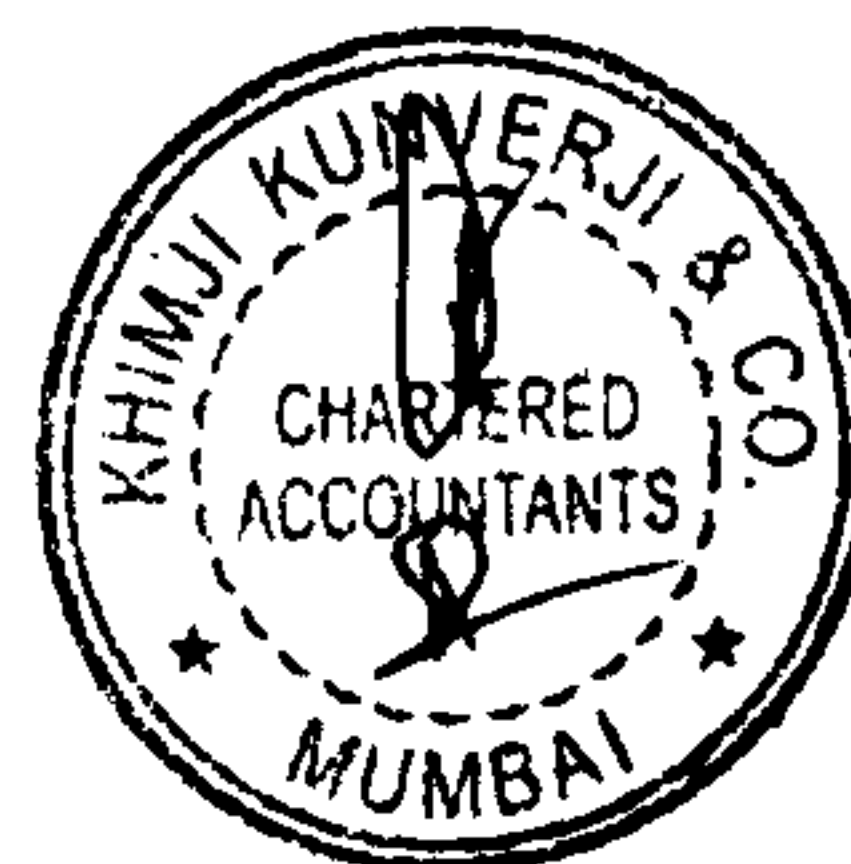
B) DEFINED CONTRIBUTION PLAN

The Company has recognized as an expense and included in Note 12 "Contribution to Provident and other funds" for the current year Rs. 1,600,163/- (Previous Year: Rs. 1,341,905/-).

- 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 company is considered to be the business in which it operates viz – Testing Services. Being a single business segment group, no primary segment information is being provided.
- Disclosure in respect of Related Parties pursuant to Accounting Standard 18:**

Names of related parties and description of relation:

Relationship	
a) Holding Company :	Aptech Limited
b) Fellow Subsidiary Companies :	Avalon Aviation Academy Private Ltd. (AAA) Maya Entertainment Ltd. (MEL) Aptech Worldwide Corporation (Bangladesh) Ltd. Aptech Training Ltd. FZE (Dubai) Aptech Worldwide Corporation (USA) Ltd. Aptech Ventures Ltd. Aptech Investment Enhancers Ltd. Aptech Global Investments, Mauritius AGLSM SDN,BHD, Malasiya



Transactions with Related party:

(Amount in Rs.)

Transactions	(Amount in Rs.)	
	Holding Company	Fellow Subsidiaries
a) Expenses:-		
Franchisee Share	-	-
	-	(-)
Management Contracts including for Deputation of Employees	23,850,319 (20,506,248)	- -
b) Income:-		
Transfer Pricing	10,989,462 (40,073,196)	- -
c) Finance:-		
Loans Taken :	100,837,325	302,116
* (MEL Rs. 2,106/-) & (AAA Rs. 3,00,010/-)	(84,360,886)	(445,433)
Loans Repaid :	142,884,433	301,377
* (MEL Rs. 1,367/-) & (AAA Rs. 3,00,010/-)	(111,385,579)	(445,433)
d) Outstandings:-		
Loans Payable	8,158,181	739
* (MEL Rs. 739/-)	(50,204,300)	-
Share Capital	828,410	-
	(828,410)	-
Receivables	9,712,760	-
	(35,206,131)	-
*narration in brackets represents fellow subsidiary name (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.

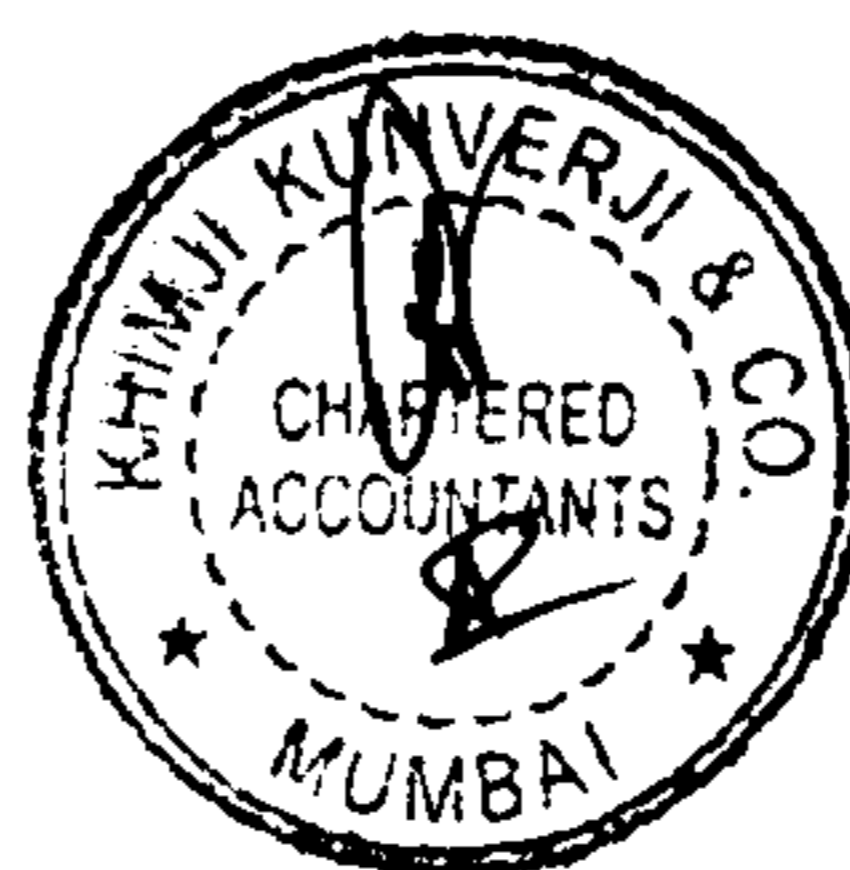
6. The Deferred Tax Asset computed in accordance with AS-22 "Accounting for Taxes on Income", has not been recognized in the books in the current year on the principle of conservatism and prudence since the availability of sufficient future taxable income against which such deferred tax asset can be realized is presently not "virtually certain".
7. For the quarter and year ended March, 2013 under audit, the Company has utilised MAT credit under section 115JAA of IT Act, 1961, of Rs. 19,00,000/-.
8. Details of loans and advances in the nature of loans (as required by Clause 32 of the Listing Agreement with the Stock exchanges).

Amount in Rs.

Name of the Company/Entity	Relationship	Loans & Advances as at end of the year		Maximum Outstanding during the year	
		March, 2013	March, 2012	March, 2013	March, 2012
Avalon Aviation Academy P Ltd	Fellow Subsidiary	-	-	300,010	236,276
Maya Entertainment Ltd.	Fellow Subsidiary	739.00	-	2,106	199,728

Notes:

- a. Above Loans & Advances are interests free and repayable on demand.
b. There are no investments by the loanees in the shares of the company.
c. Loans to employees as per company's policy are not considered above (as per clause 32).




9. The Company is one of the Wholly Owned Subsidiaries of Aptech Limited, which is providing a common pool of facilities and resources to its subsidiaries. With a view to optimize the benefits of specialization and minimize cost to each subsidiary, the Company's share of expenses under the common pool has been accounted for under the appropriate heads.
10. The figures for the previous accounting year have been regrouped /rearranged wherever necessary to correspond with the figures of the current years.

For and on behalf of

KHIMJI KUNVERJI & CO.

Firm Registration Number 105146W

Chartered Accountants



Hasmukh B Dedhia

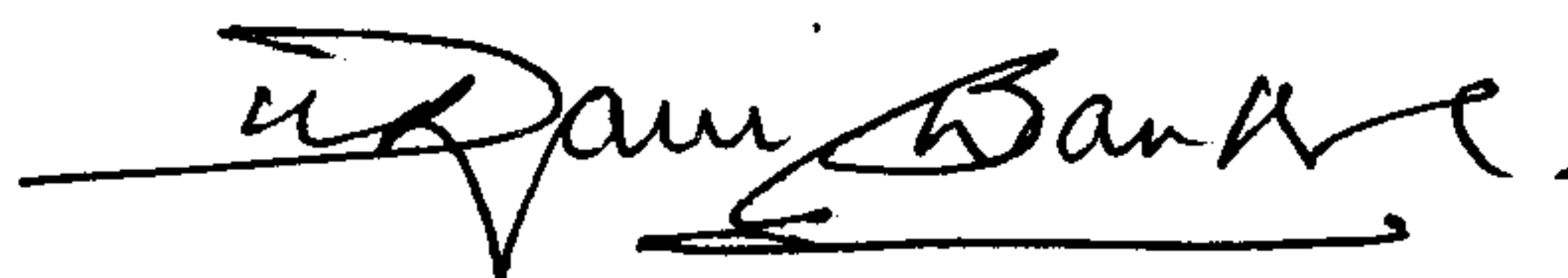
Partner (F -33494)

Place: Mumbai

Date :

For and on behalf of the Board of Directors

Attest Testing Services Ltd.



T.K. Ravishankar

Director

Place: Mumbai

Date : 13th-May-2013



Anuj Kacker

Director

13 MAY 2013

