

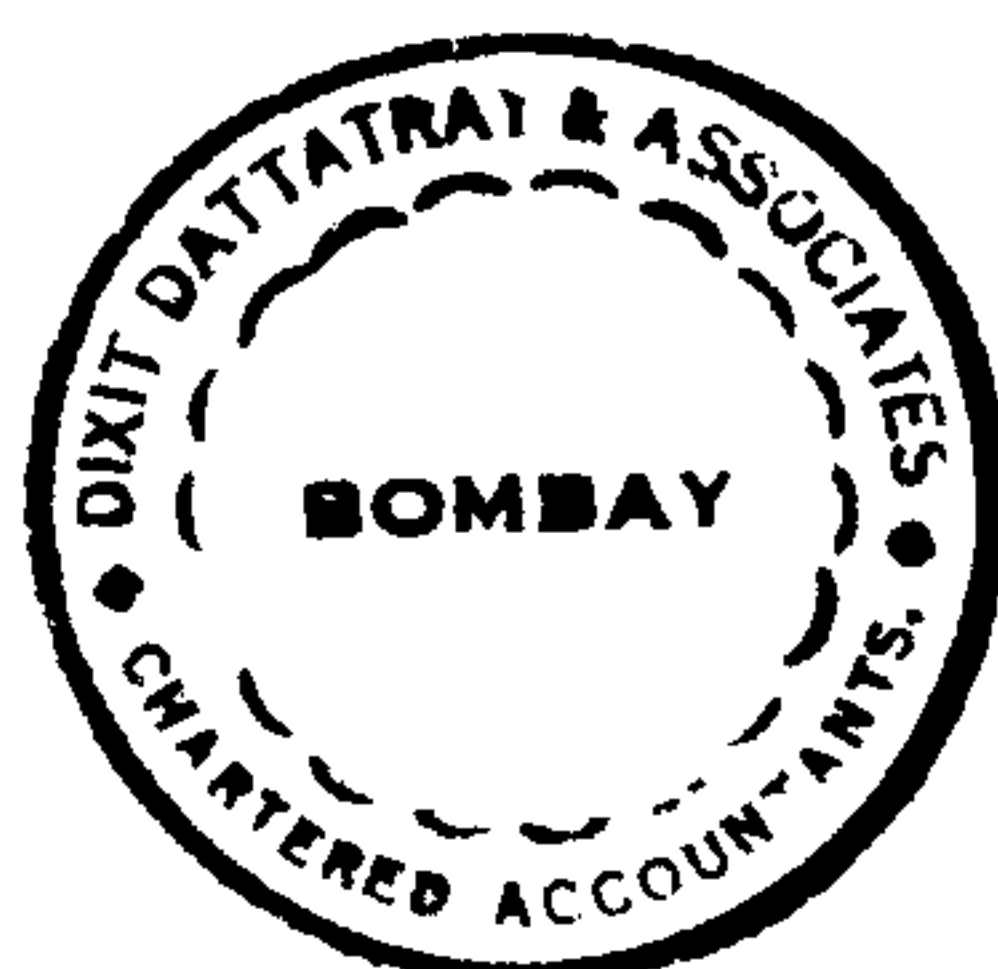
**Dattatray B. Dixit**  
B.Com., F.C.A., LL.B.

## 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 2011 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, 2011, 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, 2011.
  - 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: 27.05.2011

For and on behalf of  
**DIXIT DATTATRAY & ASSOCIATES**  
Chartered Accountants

A handwritten signature in black ink, appearing to be "DDB" followed by a flourish.

Dattatray B. Dixit  
Proprietor  
Membership No. 40032


# APTECH VENTURES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	SCHEDULE	AS AT 31ST MARCH 2011		AS AT 31ST MARCH 2010	
		₹	₹	₹	₹
<b>SOURCES OF FUNDS</b>					
<b>SHARE HOLDERS' FUNDS</b>					
SHARE CAPITAL	"1"		731,126,415		1,081,349,189
PROFIT AND LOSS ACCOUNT			711,588		(610,575)
<b>LOAN FUNDS</b>					
LOAN FROM HOLDING COMPANY			6,640		669,981
<b>TOTAL FUNDS EMPLOYED</b>			731,844,643		1,081,408,594
<b>APPLICATION OF FUNDS</b>					
INVESTMENT IN APTECH INVESTMENT ENHANCERS LIMITED	"2"		731,791,645		1,081,349,189
<b>CURRENT ASSETS, LOANS AND ADVANCES</b>	"3"				
SUNDRY DEBTORS		-	-	-	-
BANK BALANCE		5,453	-	-	-
DEPOSITS		-	-	-	-
LOANS AND ADVANCES		69,890	-	70,435	-
		75,343	-	70,435	-
<b>LESS:</b>					
<b>CURRENT LIABILITIES AND PROVISIONS</b>	"4"				
LIABILITIES		-	-	-	-
PROVISIONS		22,345	-	11,030	-
		22,345	-	11,030	-
<b>NET CURRENT ASSETS</b>			52,998		59,405
<b>TOTAL FUNDS UTILIZED</b>			731,844,643		1,081,408,594
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNT</b>	"7"				

Schedules referred to above form an integral part of the Accounts  
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 : 27.05.2011



For and on behalf of the board of Directors

  
Ninad Karpe  
Director

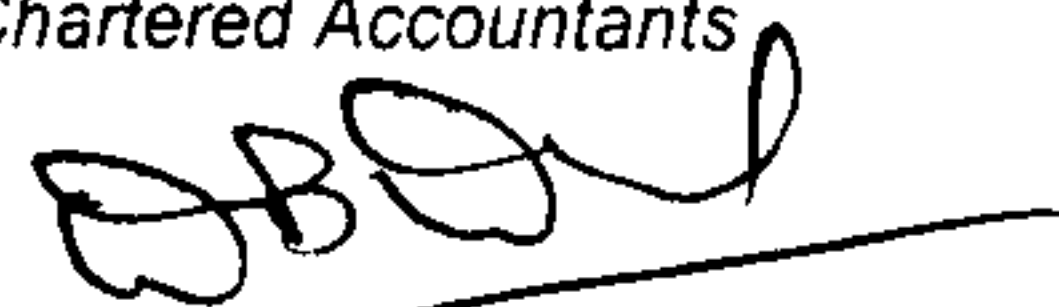
# APTECH VENTURES LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

PARTICULARS	SCHEDULE	For the Year ended 31st March,2011		For the 15 Months ended 31st March,2010	
		₹	₹	₹	₹
<b>INCOME</b>					
OTHER INCOME	"5"	1,550,251		-	
<b>EXPENDITURE</b>			1,550,251		-
ADMINISTRATION AND OTHER EXPENSES	"6"	228,088		358,661	
INTEREST AND FINANCE COSTS		-		-	
DEPRECIATION		-		-	
			228,088		358,661
<b>PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS</b>			1,322,163		(358,661)
IMPAIRMENT LOSS			-		-
<b>PROFIT / (LOSS) AFTER EXCEPTIONAL ITEMS</b>			1,322,163		(358,661)
SURPLUS / (LOSS) BROUGHT FORWARD FROM PREVIOUS YEAR			(610,575)		(251,914)
<b>BALANCE CARRIED TO BALANCE SHEET</b>			711,588		(610,575)
<b>BASIC AND DILUTED EARNING PER SHARE</b>			3.82		(1.04)
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNT</b>	"7"				

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 : 27.05.2011



For and on behalf of the board of Directors



Ninad Karpe  
Director

**APTECH VENTURES LIMITED**  
**SCHEDULES FORMING PART OF BALANCE SHEET**

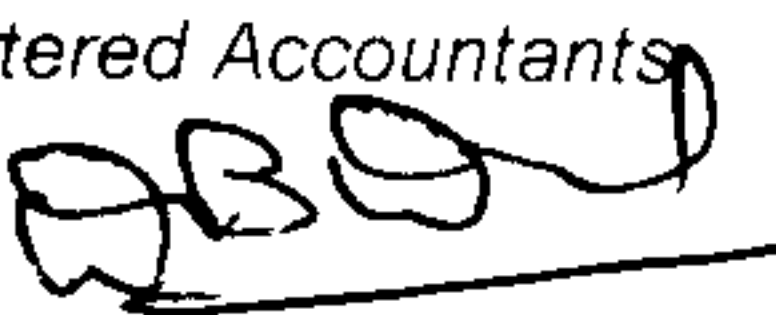

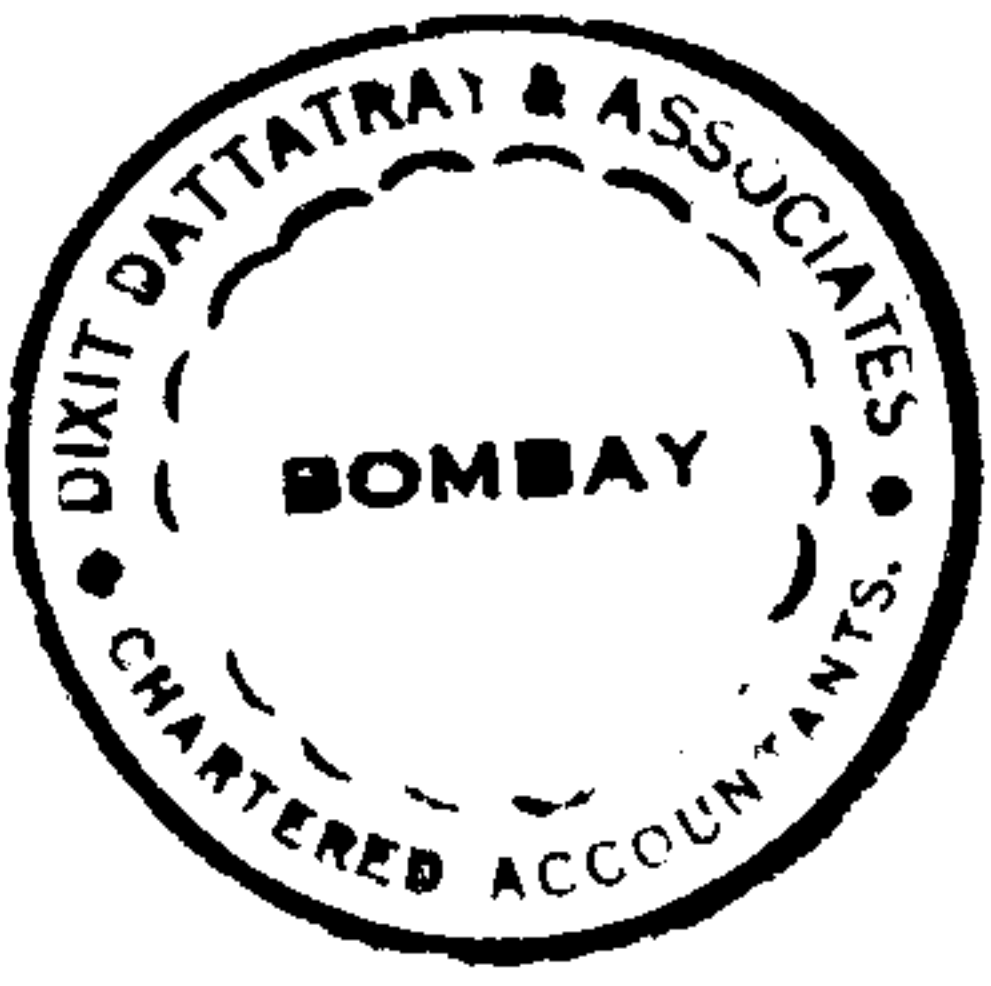
PARTICULARS	AS AT 31ST MARCH 2011		AS AT 31ST MARCH 2010	
	₹	₹	₹	₹
<b>SCHEDULE "1" - SHARE CAPITAL</b> 345,745 (PY 345,745)ORDINARY EQUITY SHARES OF 1 EURO EACH FULLY PAID UP 10,573,430 (PY 15,787,680) PREFERENCE SHARES OF 1 EURO EACH FULLY PAID UP* *(DURING THE YEAR 5,214,250 PREFERENCE SHARES REDEEMED)	20,946,430 710,179,985		20,946,430 1,060,402,759	
		731,126,415		1,081,349,189
		731,126,415		1,081,349,189
<b>SCHEDULE "2" - INVESTMENTS</b>  345,745 (PY 345,745)ORDINARY EQUITY SHARES OF 1 EURO EACH FULLY PAID UP 10,572,380 (PY 15,787,680) PREFERENCE SHARES OF 1 EURO EACH FULLY PAID UP* *(DURING THE YEAR 5,215,300 PREFERENCE SHARES ARE SOLD)		20,946,430 710,845,215		20,946,430 1,060,402,759
		731,791,645		1,081,349,189
<b>SCHEDULE "3" - CURRENT ASSETS, LOANS AND ADVANCES</b>  <b>LOANS AND ADVANCES</b> PREPAID EXPENSES	69,890		70,435	
		69,890		70,435
<b>SCHEDULE "4" - CURRENT LIABILITIES AND PROVISIONS</b> <b>CURRENT LIABILITIES</b> OTHER LIABILITIES		22,345		11,030
		22,345		11,030

**APTECH VENTURES LIMITED**  
**SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT**

PARTICULARS	For the Year ended 31st March,2011		For the 15 Months ended 31st March,2010	
	₹	₹	₹	₹
<b>SCHEDULE "5" - OTHER INCOME</b> DIVIDEND RECEIVED EXCHANGE GAIN		784,093 766,159 1,550,251		
<b>SCHEDULE "6" - ADMINISTRATION AND OTHER EXPENSES</b> PROFESSIONAL FEES FILING FEES AUDIT FEES EXCHANGE LOSS OTHER ADMINISTRATION CHARGES		18,958 12,883 108,377 - 87,871 228,088		19,560 30,386 57,941 41,943 208,822 358,661



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2011

PARTICULARS	2011		2010	
	₹	₹	₹	₹
<b>( A ) CASH FLOW FROM OPERATING ACTIVITIES</b>				
NET PROFIT / (LOSS) BEFORE TAX		1,322,163		(358,661)
Add/Less : Non Operating item				
Dividend Received	(784,093)	(784,093)		
<b>Operating Profit Before Working Capital Changes</b>		538,070		(358,661)
<b>Adjustments for :</b>				
Decrease / (Increase) in Trade and Other Receivables				
Decrease / (Increase) in Loans and Advances	545,31		18,017	
(Decrease) / Increase in Other Payables	11,315		(133,520)	
		11,860		(115,503)
<b>Cash From / (used) in Operating Activities</b>		549,931		(474,164)
Income Tax / Fringe Benefit Tax Paid	-	-		
<b>Net Cash From / (used) in Operating Activities</b>		549,931		(474,164)
<b>( B ) CASH FLOW FROM INVESTING ACTIVITIES</b>				
Dividend Received	784,093			
Investment in BJBC Education Company Limited	349,557,544		(1,081,320,756)	
<b>Net Cash used in Investing Activities</b>		350,341,637		(1,081,320,756)
<b>( C ) CASH FROM FINANCING ACTIVITIES</b>				
Increase / (Decrease) in borrowings from Holding company	(663,341)		473,939	
Proceeds / (Redemption) from issue of Share Capital	(350,222,774)		1,081,320,981	
<b>Net Cash from Financing Activities</b>		(350,886,114)		1,081,794,920
<b>Net (Decrease) / Increase in Cash &amp; Cash equivalents</b>		5,453		(0.00)
<b>Cash &amp; Cash equivalents at the beginning of the year</b>		-		-
<b>Cash &amp; Cash equivalents at the end of the year</b>		5,453		-
Notes:				
1. Cash and Cash equivalence includes				
a. Cash				
b. Balance with banks		5,453		
		5,453		
As per our report of even date				
For and on behalf of <b>Dixit Dattatray &amp; Associates</b> Chartered Accountants			For and on behalf of the board of Directors	
				
<b>Dattatray B. Dixit</b> Proprietor M No. 40032			<b>Ninad Karpe</b> Director	
Place : Mumbai Date : 27.05.2011				

**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. During the year the Company has redeemed 5,214,250 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 :	Aptech Investment Enhancers Ltd.

#### b. **Transactions with related parties :**

Nature of Transactions	(Amount in ₹ )	
	Holding Company	Fellow Subsidiary
<b>Income</b>	-	784,093
Dividend Income	(-)	(-)
<b>Subscription to Equity Share capital</b>	-	-
	(20,918,222)	(-)
<b>Subscription to Preference Share capital</b>	-	-
	(1,060,402,759)	(-)
<b>Investment Sold</b>	-	349,557,544
<b>Preference Share Redeemed</b>	350,222,774	-
<b>Loans Taken</b>	-	-
Fresh Loans During the year	(473,939)	(-)
Repaid/ Adjusted during the year	663,341	-
	(-)	(-)
<b>Balance as at year ended 31<sup>st</sup> March 2011</b>	-	-
Loans Payable	6,640	-
	(669,981)	(-)
Ordinary Equity Share Capital	20,946,430	-
	(20,946,430)	(-)
Preference Share Capital	710,179,985	-
	(1,060,402,759)	(-)
(Figures in bracket are represents previous year figures)		



#### 4. Earnings Per Share :

Particulars	Year Ended 31st, March 2011	Year Ended 31st, March 2010
Net Profit (Loss) after tax (₹ )	1,322,086	(358,661)
Weighted average number of shares	10,919,275	16,133,425
Nominal Value of shares ₹	1/-	1/-
Basic and Diluted Earnings per Share ₹	0.12	(0.02)

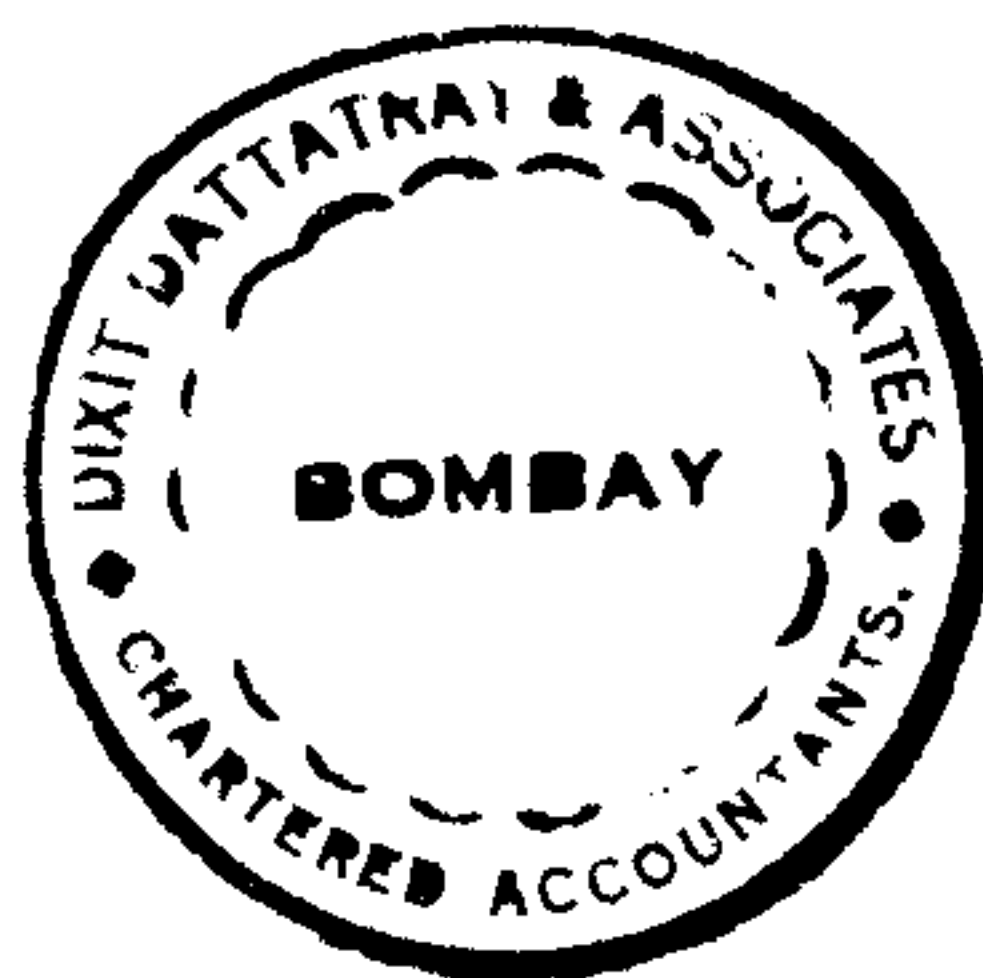
5. Segment has been identified in accordance with the Accounting Standard 17 (AS-17) on Segment Reporting, taking into account the organization structure as well as differential risks & returns of these segments. The Dominant source of risk and returns of the group is considered to be the business in 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*



NINAD KARPE  
Director

Place: Mumbai

Date: 27th May 2011

