



Aptech Limited
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September 28, 2016

The Secretary/Listing Department/Corporate Relations
Bombay Stock Exchange, Mumbai
P. J. Towers, 25th Floor,
Dalal Street, Mumbai - 400 001.
Fax No. 022-22723121/3719/2037/2039/2041/2061

The Manager – Listing Department / Corporate Relations
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E) , Mumbai - 400 051.
Fax No.022-26598237/38

Dear Sirs,

Scrip Code : 532475
ISIN No. : INE266F01018

Sub. : Submission of copy of Annual Report

In accordance with the regulation 34 of SEBI (Listing obligations and disclosure Requirements), 2015, we enclose herewith for your information and records, copy of the Annual Report for the year 2015-16 along with the Notice.

The Company has completed dispatch of hard copy of Annual Report 2015-16 to the Shareholders who have not registered their E- mail Id's with NSDL/CDSL. Necessary notice by email attaching the Annual Report 2015-16 have been sent to those Shareholders who have provided their E-mail Id's.

The soft copy of the Annual Report 2015-16 is available on the Company's website/link.

Thanking you,

Yours faithfully

For Aptech Limited

Ketan H. Shah
Company Secretary
Encl.: As Above



Aptech Limited

ANNUAL REPORT 2015-16

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Corporate Information

Board of Directors

Rakesh Jhunjunwala
Chairman

C. Y. Pal
Vice Chairman

Ninad Karpe
Managing Director & CEO

Anil Pant
Managing Director & CEO (Designate)

Anuj Kacker
Whole Time Director

Asit Koticha
Director

Madhu Jayakumar
Director

Rajiv Agarwal
Director

Ramesh S. Damani
Director

Utpal Sheth
Director

Vijay Aggarwal
Director

Yash Mahajan
Director

Company Secretary
Ketan H. Shah

Registered & Corporate Office

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Statutory Auditors

M/s. Khimji Kunverji & Company
Chartered Accountants,
Sunshine Tower, Level 19,
Senapati Bapat Marg,
Dadar (W), Mumbai - 400 028.

Bankers

HDFC Bank
Trade World, 'A' Wing, 2nd Floor,
Kamla Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013.

Union Bank of India
Union Bank Bhavan, 239, 1st Floor,
Vidhan Bhavan Marg,
Nariman Point, Mumbai - 400 021.

Axis Bank
Ahura Centre, 28,
Mahakali Caves Road,
Andheri (E), Mumbai - 400 093.

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

Registrar & Transfer Agents

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Karvy Selenium, Tower B, Plot 31-32, Gachibowli,
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MANAGEMENT DISCUSSION AND ANALYSIS

Aptech in the Education Sector

Aptech has set itself a vision to become a leading global career education company. Career Education covers job-oriented content development, training and assessment targeted primarily at high school leaving students and skill upgrade needs of professionals. Aptech has expanded its offering portfolio by expanding into segments adjacent to Career Education, with the key criteria for selection being feasibility of launching an asset-light business model and potential for internationalisation.

Business Profile

Based on the customer profile, Aptech's business is classified into two categories, viz. Individual Training (or Retail) and Enterprise Business (or Non-retail). Segment reporting in financial reports is also done under these categories. Individual Training segment caters to individual students who patronise Aptech's brands offering vocational, certification and skill upgrade courses through franchisee network spread across the world. Currently, Individual Training segment consists of eight distinct brands with an operating franchise network, and are listed below:

Industry Vertical	Brands
Information Technology	Aptech Computer Education; Aptech Hardware & Networking Academy
Animation and Multimedia	Arena Animation; MAAC
Aviation, Hospitality and Travel & Tourism	Aptech Aviation & Hospitality Academy
Language Learning	Aptech English Learning Academy
Banking & Financial Services	Aptech Banking & Finance Academy
Beauty & Grooming	Lakme Academy Powered By Aptech

In addition to the above brands, Aptech has been working for the last 5 years with the TRRAIN foundation to offer structured training programs for the existing manpower and new aspirants of the Organized Retail industry. While Aptech is currently operating this business as a B2B venture, the objective is to scale it up and then launch a franchise format for it in the near future, hence it has been classified under Individual Training segment.

Enterprise Business segment caters to the content, training and assessment needs of institutional customers in the Government, Education, Public and Private sector space. Aptech's offerings in this segment are marketed under following brands:

- **Aptech Assessment & Testing Solutions**

Aptech provides different types of solutions catering to varied needs of its customers, including high-stake, high-volume entrance exams, recruitment tests, semester-end exams and promotion assessments. It offers the best-in-class features meeting customer needs end-to-end from assessment need analysis to test design to test conduct to post-test analytics with latest technology in the field. Aptech Assessment & Testing brand has conducted on an average 17 lac tests annually for last 5 years.

- **Aptech Training Solutions**

Aptech Training Solutions offers training programs to institutional customers, primarily corporates across automotive, BFSI, e-commerce, telecom, IT, BPO hospitality, and education sectors. It focuses on offerings in sales, customer services, soft skills and IT trainings.

In the international market, Aptech operates a few products which leverage its retail network and experience while working with institutional entities. These are classified as international projects and reported under the Individual Training segment due to the nature of business and not based on who is making the payment.

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

Indian Technical and Economic Cooperation (ITEC) and Special Commonwealth African Assistance Program (SCAAP) are bilateral programs of the Ministry of Foreign Affairs of Government of India to develop diplomatic goodwill among the 161 developing countries maintaining friendly relations with India. Aptech has been empanelled with the Ministry of Foreign Affairs for these programs since 2002 and is the top most choice of students opting to take up courses in IT, Multimedia and Language Training. Aptech has a dedicated facility for running its ITEC/SCAAP batches in Delhi. It has trained more than 3,500 students from 128 countries since 2002.

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

Aptech's IWP program offers International students a chance to become global professionals by undergoing its career oriented training programs in a multi-cultural environment. IWP caters to individual students and also institutions. In addition to offering training programs in Aptech portfolio, IWP also offers cultural immersion programs. Africa, South Asia and Japan have been major markets for IWP in the past.

- **Aptech Learning Ladder**

Aptech Learning Ladder is an IT and Multimedia program for school students with a 360-degree approach. This program uses a thematic approach to make learning fun for the students and uses technology to make it more effective for the teacher. The curriculum is developed in a ladder manner to impart age appropriate skills. Aptech has marketed these programs in Africa, Russia and South Asia.

- **Aptech International School**

Aptech International School is the Company's maiden attempt at replicating its franchisee model for school operations. The Company would support individual school owners by licensing its brand and providing curriculum, course content and technology to successfully run international schools in emerging countries which have a deficiency in world-class quality school education. Aptech would be launching its first school in Kabul, Afghanistan in the year 2017.

Business Strategy

In the Individual Training business, Aptech's primary business model is franchising. With its track record of successfully creating a brand franchise in the career education space for multiple sectors, managing a franchise network has become a core competency for the Company.

The Company's ability to develop best-in-class content, ensure consistent training delivery, and partner with its franchisees and others to create an attractive value proposition for students are at the heart of its franchising success. It has been able to also adapt its business models for entering new markets. With this DNA built into its system, the Company's business strategy for profitable growth is focused on following parameters:

1. Adoption of asset light business models for new offerings
2. Leveraging existing integrated back-end support for new offerings
3. Maximising returns from content investments through geographical expansion, hence developing only those offerings which are marketable internationally
4. Developing a varied basket of courses and brands for franchise partners to grow
5. Investment in digital infrastructure to enable efficiency and create enriching customer experience

In the international market, the Company is also focusing on leveraging its vast retail network and experience in skill development to participate in many capacity development projects by governments and multi-lateral institutions. This is in addition to its constant efforts to expand its franchise network in more countries, with more brands and more locations. It has also developed products in adjacent spaces, such as IT curriculum for schools and a full-fledged school offerings on the lines of Aptech's existing partnership model to expand its market.

In the Enterprise Business segment, the Company has invested significantly in its own testing platform to offer best in class solution to its customers for their assessment needs. This platform will be able to address varied needs of the customers from a volume, complexity, speed, process and analytics perspective. For the Training Solutions business, it has developed in partnership with customers attractive offerings for the new-age companies in the digital space. This will continue to be its strategy going forward to scale-up the division.

FY2015-16 Financial Performance

The Company's Total Operating Revenue on a consolidated basis for the year ended March 31st 2016 stood at ₹ 16,332.83 lac. Major factors that have impacted the top line are:

- MAAC account policy change in 2011, own center exits and withdrawal of degree offering resulted in an decline in accrual revenue under MAAC to the tune of ₹ 434.27 lac
- Decline in income from examinations conducted for a leading customer due to lower exam enrolments resulted in an impact of ₹ 423.04 lac
- Withdrawal from alliance with a leading software major for content and certifications in the Domestic Retail segment negatively impacted the IT Training revenue by ₹ 148.15 lac as compared to previous year
- Reduction in Other Operating Income of ₹ 15.75 lac on account of no management services charge due to exit from AICAR

Overall profitability margins have suffered due to this decline in revenue. In addition to this, change in the revenue mix for International Retail, i.e. more project revenue vs. lower franchise business in developing countries with difficult political and economic environment, have had an adverse impact on the margins. Impact on the Operating EBITDA margins was 213 basis points. Operating EBITDA for FY2015-16 was ₹ 2,006.97 as against ₹ 2,458.28 lac for FY2014-15. Income from Interest declined by ₹ 75.27 lac on account of decline in the quantum of fixed deposit amounts. Depreciation at ₹ 1,033.38 lac was higher than ₹ 977.59 lac in FY2014-15 due to increase in content development investments. As a result, Profit Before Tax came down by 32.1% in FY2015-16 as compared to FY2014-15. Average tax rate for the year went up again from 17.9% in previous fiscal to 21.4% in FY2015-16. Overall the EPS for the year was ₹ 2.55 vs. ₹ 3.92 in FY2014-15, down by 35.0%. Debt on the balance sheet continued to be nil and the debtor days stood at an average of 90 days.

Segment – wise Financial Performance

(₹ in lacs)

	FY2014-15	FY2015-16	Variance	FY2014-15	FY2015-16	Variance
Segment	Retail			Non-Retail		
Operating Revenues	13,382.17	13,026.43	-2.7%	3,516.67	3,222.56	-8.4%
Operating EBITDA	4,095.57	3,530.32	-13.8%	536.70	114.10	-78.7%
Operating EBIT	3,457.50	2,813.72	-18.6%	369.04	-12.94	-103.5%
Capital Employed	3,023.45	3,070.25	1.5%	1,106.07	981.45	-11.3%

INDIVIDUAL TRAINING

Retail Center Network as on 31st March 2016

Brand	Domestic Network	International Network	Total
IT Training	340	121	461
Arena Animation	202	51	253
MAAC	98	1	99
Aptech English Learning Academy	31	18	49
Aptech Aviation & Hospitality Academy	50	0	50
Aptech Banking & Finance Academy	16	0	16
Lakme Academy Powered by Aptech	7	0	7
Grand Total	744	191	935

International Individual Training Business (excluding China)

Individual Training business segment in the international market is one of the key growth driver for the Company. Over the years, this business has continuously increased its overall contribution to Aptech's revenue. From a 33.0% share of Company revenue in FY2014-15, the contribution from International Retail jumped to 37.2% in FY2015-16. This was on account of 8.2% growth in revenue in FY2015-16. This performance was achieved in a difficult macro environment globally from an economic, political and security perspective.

The adverse economic environment did have a significant impact on the new sign-ups with the income from Technical Know How (TKH) and Master Franchise (MF) renewal fees declining by more than half. The growth in revenue has largely come from non-linear opportunities through project deliveries and university partnerships, thus justifying Company's strategy to focus on these opportunities for growth. However, decline in sign-up fees and increase in project-based income did impact overall profitability since the latter has a significant variable cost component.

Key highlights for the business in FY2015-16 are:

- Aptech Vietnam won the ICT Gold Medal For Highest Turnover (Category: Training) and Top ICT Training Cup from HCM Computer Association for the 13th year in a row (2003 – 2015)
- Aptech Uganda won the award for Best ICT Training in Uganda for the 3rd consecutive year
- New countries: Egypt, Bhutan and Zambia
- Master Franchisee partnership signed for Aptech Computer Education brand in an African Country
- Signed-up partnership with a prominent training company in Mexico under the certification model for Aptech's Java courses, which were approved for subsidy eligibility by MexicoFirst, a quasi-government institution formed by the government and local IT association CANIETI
- Continued training projects from Ministry of Communications & IT, Afghanistan during the year
- Successfully delivered a medium-sized training project from Malaysian Administrative Modernisation and Management Planning Unit (MAMPU) for capacity development in Malaysia
- Panama (first) leg of Government of India's Center of Excellence in IT (CEIT) project for three Latin American & Caribbean countries successfully executed
- New offerings under development include:
 - Aptech International School, to be launched in Kabul for 2017-18 academic year
 - Distance learning courses from Middlesex University, from Jan 2017
 - University partnership offering in Vietnam
- Key marketing initiatives in the major markets include Mission I.T. campaign in Nigeria for scholarships and participation by South Asian Country in the Express Education Expo,

Region-wise International Revenue

(₹ Lac)

Region	FY2014-15	FY2015-16
Africa	1,118.12	2,356.62
Americas	3.48	34.90
Asia Pacific	3,639.30	3,364.96
Eastern Europe and CIS	44.79	56.67
Middle East	814.29	266.17
Grand Total	5,619.99	6,079.31

Segment-wise International Revenue

(₹ Lac)

Brand	FY2014-15	FY2015-16
IT Training	3,376.55	4,071.33
Arena Animation	1,423.36	1,256.28
Customer Service Training	820.08	751.71
Grand Total	5,619.99	6,079.31

Domestic Individual Training

The Domestic Retail business is the foundation of Aptech's franchise 'platform' on which the Company has created many successful brands. The business however was challenged with an difficult demand environment, which impacted the growth along with other factors such as accounting policy change in MAAC and alliance exit in IT Training. Overall revenue for the domestic business declined by 11.3% on an annual basis in FY2015-16. Some of the major initiatives common across multiple brands that have helped the Company perform to this level in a difficult market are as follows:

- Continuous update and market alignment of our courses is consistent theme across all our brands and similarly in FY2015-16 we launched many new and revamped products in IT Training (ACCPPro with .NET or JAVA or Open Source specializations, ACCPPro eCommerce, Aptech Certified Web Designer and Smart Pro.NET and JAVA short term courses), Arena (AIP: Animation, VFX and Broadcast) and MAAC (Advance Program in Digital Media & Design and International Program in Visual Arts & Design)
- The Company had adopted events as a major thrust area in FY2014-15 from a student and Company value proposition perspective. In the FY2015-16, the Company strongly improved upon the scale and reach of these events
- Digital marketing is a key part of Aptech's marketing mix for the domestic brands and of our 'Digital' strategy. In FY2015-16, the enrollments through Digital channel went up by 18.5% and total billing from these enrollments by 43%
- Domestic market showed a good traction in new center sign-ups especially in IT Training and Aptech English brands. New brands Aptech Banking & Finance Academy and Lakme Academy powered by Aptech also found wide acceptance in their first year of launch. The Company launched a business proposition for signing up of a single center for multiple brands combined.

Animation and Multimedia Training (Arena Animation and Maya Academy of Advanced Cinematics (MAAC))

With its leadership position in the Animation and Multimedia space in the domestic market through its two brands, the Company has been

able to withstand the competitive onslaught from other private and University players offering similar courses. With the shift in jobs towards VFX and Post Production, both the brands have aligned their offerings as well. Some of the operational highlights for both brands from FY2015-16 are as follows:

- Overall growth in booking for Arena was 10.4%, whereas MAAC booking jumped by 7.2%. Correspondingly the enrolment growth for both the brands were 26.1% and 30.7% respectively.
- The revenue for the segment declined by 7.6% largely due to change in MAAC accounting policy, which came into effect from 1st July 2011, franchising of MAAC owned centers and unavailability of degree courses.

24FPS is the showcase event for MAAC and Orbit Live is the premier event for Arena. Some of the important updates about the brands and events, for the segment in FY2015-16 were as follows:

- Orbit Live event for the first time was marketed at the prestigious International Animation Film Festival in Annecy, France. Live streaming of the event was done for the first time and an app was also launched
- Announced an Orbit Live Short Film Contest based on student's experiences at the event
- Multiple city editions of Kalakari event were launched this year by Arena brand leading to greater participation from across the country
- All major events including Creative Minds and Perspectives of Arena and National Students Meet and MAAC Creative League of MAAC had record participation. These events also generated significant income for the brands, which was in many cases more than the cost of the event.
- MAAC students' film from Rashbehari and South Extension centers won awards in International Film Festival Chandigarh, 2015 in Best Animation Short Film and Best Computer Graphics Advertisement category respectively
- At the MAAC R&D workshop – Pixelation – during NSM Kutch event, students created a portrait of Prime Minister Mr. Modi, which has a chance of setting a record and getting published in Limca Book of Records Edition 2017

IT Training (Aptech Computer Education and Aptech Hardware & Networking Academy, formerly known as N-Power)

Aptech has largely maintained its position in the domestic IT Training market with its two brands even though the market as a whole is on a steady decline. The Company has taken many steps to sustain the income and profits for this segment, including closure of own centers, rationalization of franchise network, ending of non-profitable software vendor alliances and generating new sources of income such as events. The operational highlights for the financial year, reflecting some of these initiatives, were as follows:

- Partnership Agreement with a leading software vendor for content and certifications was discontinued. This led to a drop of ₹ 148.15 lac in revenue as compared to previous year. Oracle Alliance was however continued with 83 centers signing-up
- Overall revenue for the segment declined by 26.8%

- While the enrolments grew by 9.6% over FY2014-15, the booking declined by 6.2% due to greater number of short term enrolments. This was achieved on account of greater focus on graduate segment for short term Smart Pro courses
- Together, both the brands had a total of 340 centers in India as on 31st March 2016 vs. 334 in the previous year. This was due to a spurt in new center sign-ups to replace the old and defunct centers closed as part of the network rationalization exercise
- A total of 47 new centers were signed in this segment vs. 25 in the previous year
- India was represented by Aptech at World Skills Competition in IT skills at Sao Paulo
- “Code Tadka” event was launched under Aptech Computer Education with a total participation of 2900+ students including 1200+ external students

Customer Service Training (Aptech Aviation & Hospitality Academy, formerly known as Avalon Academy and Aptech English Learning Academy, formerly known as English Express)

In the Customer Service Training segment, Aptech brands offer training programs which impart hard (albeit non-technical) and soft skills involved in customer handling, business process management and language & communication for many verticals, primarily in the service sector. Aptech Aviation & Hospitality Academy caters to the vertical focused skills, whereas Aptech English Learning Academy addresses horizontal skill of language and communication.

- Overall center strength of Aptech Aviation brand went up from 45 centers to 50, whereas Aptech English centers remained at 31
- The new center sign-ups during the year were 9 for both the brands as against 10 for Aptech Aviation and 2 for Aptech English
- Combined top line for the segment declined by 13.6% largely because of a 16.4% drop in Aptech Aviation revenue. Aptech English on the contrary grew by 26.6% in revenue terms due to higher income from sign-up fee from new centers and lead partner appointed for South India
- 2nd edition of Panorama was held successfully to celebrate excellence in aviation and hospitality completed

New Initiatives (Aptech-TRRAIN Partnership, Aptech Banking & Finance Academy and Lakme Academy Powered by Aptech)

The Company has constantly endeavored to leverage its franchise platform to launch new brands periodically. In recent years, it had partnered with the TRRAIN foundation to cater to skilled manpower needs of a burgeoning organized retail sector in the country. Similarly in FY2015-16, the Company launched two new brands, Aptech Banking & Finance Academy and Lakme Academy Powered by Aptech, both catering to sectors with high demand for trained manpower. Lakme Academy as the name suggests has been launched in partnership with Lakme, a leading beauty brand of Unilever Corporation, which has developed the curriculum, and provided course content and master trainers (to train the trainers). Aptech also launched Onlinevarsity (www.onlinevarsity.com) as an e-commerce marketplace for virtual courses from Aptech and its partners. Some of the key highlights for these new initiatives in FY2015-16 are given below.

- The TRRAIN partnership has performed excellently over the years, but in the last two years the enrollments have seen extremely high growth. The enrolment trend for the last five years is captured in the table below

Financial Year	Enrolments
FY2011-12	407
FY2012-13	514
FY2013-14	666
FY2014-15	2,924
FY2015-16	5,000

- The Company was able to sign-up 16 franchisees for Aptech Banking and 7 new franchisees for Lakme Academy in the first year of launch. Both the brands have active centers with first set of enrolments bagged.
- Career product 'Aptech Certified Banking Specialist' was launched as part of Aptech Banking & Finance Academy
- First center of Lakme Academy Powered by Aptech (LAPA) was launched in Ahmedabad with inauguration at the hands of well-known Bollywood actress Ms. Soha Ali Khan

Segment-wise Domestic Revenue

(₹ Lac)

Brand	FY2014-15	FY2015-16
IT Training	1,350.15	988.26
Animation and Multimedia	5,731.06	5,292.96
Customer Service Training	847.96	751.08
Grand Total	7,929.18	7,032.30

BJB Career Education (China)

In 2000, Aptech entered the IT training market in China through a 50:50 JV (BJB Aptech) with Beida Jade Bird (BJB). Driven by the economic growth and the government's thrust to make China an important IT outsourcing nation, the IT training market in China has seen strong growth over the last decade. Aligning itself to this growth, Aptech restructured its stake in the China JV in 2009. It divested its 50% stake in the JV and invested the proceeds in the holding company, BJB Career Education Company Ltd. (BJBC). Aptech currently holds 22.4% stake in BJBC and also has a Board seat. BJBC's main lines of business are vocational IT training (BJB Aptech) and distribution of vocational IT educational content to high schools, colleges and universities.

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

ENTERPRISE BUSINESS

Aptech Assessment & Testing Solutions (formerly known as ATTEST)

Aptech Assessment & Testing business is part of a rapidly growing computer aided testing market, and hence it is potential game changer for the Company. The performance in the last two years was challenged due to its dependence on one large customer, All India Council for Technical Education (AICTE), and regulatory impact on enrolments numbers of a leading customer's entrance exam for MBA courses. In addition, the decision by the same customer to conduct only one round of entrance exams in FY2015-16 as against two rounds in previous years also had a major impact. However, the Company has signed up a few potentially large customers and hopes to reduce its dependence on this customer. Other key highlights for the FY2015-16 are as follows:

- The division executed 16.3 lac tests in FY2015-16 as against 17.4 lac in FY2014-15
- Revenue for the division went down by 11.7% in FY2015-16 as compared to previous year
- Company's own new testing software was successfully used in an exam rollout. Further development is ongoing
- Glitch free rollout of MBA and Pharmacy entrance exams for a leading customer with 93,000 candidates across more than 450 centers in a single slot
- Partnered with a leading system integrator to cater testing needs of Professional Examination Board of Madhya Pradesh state government. Executed multiple orders in FY2015-16 and volumes expected to further grow in next fiscal
- Successfully conducted a large assessment roll-out for a non-profit organization linked with defense services

Aptech Training Solutions

In FY2015-16, Aptech Training Solutions business maintained its upward growth trajectory, albeit at a slower pace. The division built upon its strengths in large scale rollouts for executive to middle-management level trainings to scale-up its offerings for the fast growing e-commerce segment. Its regular offerings of IT, Soft Skills and Product trainings continued to gain traction. Some important updates about the division related to FY2015-16 are as follows:

- Overall revenue for the division was ₹ 915.41 lac, a 3.0% growth over FY2014-15
- From practically nil contribution to the revenue, the e-commerce/new age training vertical contributed 10.00% to the overall division revenue
 - Worked with three leading e-commerce players in the country to train their sellers and distributors on respective portals/systems
 - Won order from a cab aggregator for country-wide roll-out of driver training
- Training order received from a leading airline for Behavioral Training to customer facing staff

- Contract signed with a retail company for POS training with roll-out covering 1000+ stores across India
- Many of the existing customers scaled up their engagement with the division, however decline in business from one large customer dampened the overall growth rates

Segment-wise Enterprise Revenue

(₹ Lac)

Brand	FY2014-15	FY2015-16
Assessment and Testing	2,610.88	2,305.81
Training Solutions	888.60	915.41
Grand Total	3,499.48	3,221.22

Asian Institute of Communication and Research (AICAR) Business School

With the overcapacity in the management education space hurting its prospects, and due to slack in demand for MBA programs, the Company is exploring all possible options to transfer / sell AICAR Business School.

Material Developments in Human Resources

Aptech's human resources form the bedrock of Company's success as an Education and Training organization. In alignment with its goal of profitable growth, Aptech has reoriented its structure and consistently improved organization productivity in the last few years. This has been achieved through focus on Company's core competencies and investing substantial resources in retaining key employees and improving their skill profile.

The employee strength of the Company as on March 31, 2015 was 402, and it came down to 377 as on March 31, 2016. The average attrition rate for the year was 19.27%. This was in comparison with average attrition rate in FY2014-15 of 19.77%.

Macro Outlook**India**

Macro-economic stability has returned because of strict fiscal discipline followed by the Indian Government, careful shepherding of the monetary policy and FOREX markets by the Reserve Bank and global slump in energy and commodity prices. India emerged as the fastest growing large economy in the world after overtaking China in the year 2015. The GDP growth in 2014-15 was 7.2% (based on revised base for price comparison to 2011-12) and it jumped to 7.6% in 2015-16. Projections for the fiscal 2016-17 by various multi-lateral institutions vary from 7.4% - 7.7%, while the Government hopes to achieve a growth rate closer to 8%. India attracted record inflows of FDI (includes equity, re-invested earnings and other capital) in FY2016, more than USD 51 billion from April to February (2015-16) as per the Department of Industrial Policy and Promotion, as against USD 44.29 billion in FY2015. It is expected that in the year 2016, FDI inflows to India as a percentage of GDP may exceed that of China.

There are however many areas of concern in the economy, which has led many economists and analysts to question the accuracy of the new GDP series. Some of the parameters which are of particular concern are industrial production, industrial credit growth, declining exports, higher NPAs in the banking sector and lackluster corporate results. Inflation has been trending lower with the Wholesale Price Index in deflation

territory for many months, indicating lack of buoyancy in demand in the domestic market. However, lower commodity prices have supported profit margins of many companies in the absence of robust income growth. Two consecutive droughts have severely stressed the rural economy which is largely dependent on agriculture. Another major concern on the economic front is lack of job growth. However, the Indian government has implemented various reforms and schemes to support the economic growth and job creation, such as:

- Relaxation of FDI norms in major sectors such as Defense, Insurance, Retail, etc.
- Huge increase in budget for agricultural sector to support the stressed rural economy
- Major push in infrastructure sectors
- Implementation of 7th pay commission report and OROP for armed forces
- Legislative reforms such as Bankruptcy Bill, Real Estate Bill, etc.
- Labor reforms in the textile sector to push job growth
- Major initiatives such as Make In India, Digital India, Skill India, Start-up India, etc.

In addition to this, expected normal monsoon and decline in interest rates are also expected to boost the economic scenario going forward.

Education Sector

Education was listed among the 9 pillars of 2016-17 budget by the Government. In this year's budget, the FM announced an allocation of Rs 72,394 crore compared to Rs 68,963 crore for last year, which is 4.9 per cent increase in the education budget. In last year budget Rs 42,219.5 and Rs 26,855 crore was allocated for school sector and higher education sector respectively. In this budget, Rs 43,554 crore (approx 3 per cent increase) is allocated for school education and Rs 28,840 crore (approx 7.3 per cent increase) is allocated for higher education. The Government has shown intent of focusing on skill development by announcing a target of skilling 1 crore youth in the next 3 years under the PM Kaushal Vikas Yojna. Some of the important highlights of schemes and initiatives announced by the Government related to Education sector and relevant for the Company are as follows:

- Allocation of Rs 1,700 crore for 1500 multi-skill development centers
- Allocation of Rs 500 crore for promoting entrepreneurship among SC/ST
- Creation of a Higher Education Funding Agency (HEFA) with initial fund of Rs 1,000 crore
- Make 10 private and 10 public educational institutions world class
- National Digital Literacy Mission for rural India with target to cover 6 crore new households within next 3 years

International

The world's economy is still struggling to regain momentum after the economic crisis of 2008. The slowdown in China, post BREXIT referendum uncertainties, only marginal recovery in oil prices and volatile security situation are resulting in a sluggish growth scenario. This situation has led to the World Bank revising its 2016 global growth forecast down

to 2.4% in June 2016, with significant downside risks, from the 2.9% pace projected in January 2016. According to the World Bank's Global Economic Prospects Report of June 2016, "Growth continues to falter in the advanced economies and, while there is considerable divergence of performance across emerging market and developing economies, their overall growth remains below potential". Declining global trade and capital flows do not paint a positive picture for the prospects of global growth. The advanced economies do not have much room on the monetary policy front and the emerging market and developing economies are constrained by tighter financial conditions, and absence of a large global growth engine like China further limits the prospects.

Aptech is present in many of the emerging market and developing economies, with its major markets showing a mixed picture from a growth perspective in 2016. However, all these economies are expected to be back on the growth acceleration track by the year 2017. Due to the conclusion of the negotiations for Trans-Pacific Partnership in October 2015 and its low cost manufacturing strengths, Vietnam has benefitted in the last few years from increased foreign investments into the country and growth in exports. World Bank expects that in the next 2-3 years the growth would marginally taper-off. As a commodity importer, Pakistan has benefitted from the lower commodity prices and is expected to grow at a faster pace in 2016 vis-à-vis 2015. Russia and Nigeria, which are majorly dependent on income from oil exports, have suffered badly on account of global oil slump. In 2016, Russia's GDP is expected to decline at a slower rate due to absorption of the dual impact due to oil price decline and imposition of sanctions. However, Nigeria's growth in 2016 is expected to be substantially lower than in 2015 due to electricity shortages and security uncertainties. Qatar's economy has benefitted immensely from the construction boom related to 2022 FIFA World Cup preparations and helped it ride the oil price slump with relatively lesser impact. However, this benefit is likely to taper henceforth and will result in further impact on output.

GDP growth estimates from World Bank for Aptech's major international markets are provided below.

Country	% GDP Growth in 2015 (E)	% GDP Growth in 2016 (F)	% GDP Growth in 2017 (F)
Nigeria	2.7	0.8	3.5
Pakistan	4.2	4.5	4.8
Qatar	3.9	3.3	3.5
Russia	-3.7	-1.2	1.4
Vietnam	6.7	6.2	6.3

Business Outlook

While the global economy is a mixed bag, three countries (includes India) out of Company's top 5 markets, which contribute nearly 80% of the revenue are beacons of hope on the economic growth front. This is expected to result in a positive demand environment for the Company's service offerings in the Career Education space. The Company expects its revenue growth in FY2016-17 and beyond to be driven by the following businesses:

- Animation & Multimedia brands in India, now that change in accounting policy will not have any noticeable impact on MAAC revenue

- International Retail business, especially the non-linear opportunities through projects
- Aptech Assessment & Testing business, which is expected to stage a recovery after two muted years, on the back of better order book and pipeline
- New initiatives such as Lakme Academy Powered By Aptech, Aptech International School, TRRAIN partnership

While the Aptech IT Training business in the domestic market was impacted heavily in FY2015-16 on account of alliance exits, the growth going forward will continue to remain muted due to drop in hiring across the IT sector as a result of focus on automation. Distinct shift in skill demand from the traditional development-based technologies to cloud, data analysis, mobile and other digital technologies is likely to impact overall volumes. Demand for skilled professionals in the Animation & Multimedia sector is projected to grow at a fast clip, especially in the VFX segment, riding on bright prospects for the industry over the next 5 years. This is going to perforce reflect in interest by students to opt for Animation & VFX courses offered by the Company's two leading brands of the industry. With new aviation policy in India laying emphasis on regional connectivity through greater number of airports and subsidized tickets, it is expected to result in greater demand for qualified manpower. Most airlines have made profits in the last fiscal due to low oil prices and load factors in excess of 80%. Hospitality and tourism industries are also well positioned to profit from the growth in India-bound tourism and greater economic activity. Aptech Aviation and Hospitality Academy is likely to benefit from the buoyancy in these sectors. In addition to existing projects in hand, Aptech is actively pursuing and is likely to win and execute newer projects in the international market. Adoption of digital platforms to conduct assessments or tests has continuously been increasing with more and more institutions conducting tests online or with aid of computers. This has expanded the market in which Aptech would operate, thus giving more opportunities for Aptech Assessment & Testing business to thrive. New initiatives are also likely to contribute handsomely to the revenue growth in FY2016-17. Increased revenue would translate to greater operating profitability because Aptech has been able to maintain its cost structures at similar levels in the last fiscal. Revenue mix, especially mix of project revenue and franchise incomes in the international market, and contribution of sign-up fees to overall revenue would determine the extent of operational leverage benefit to be had by the Company due to expected, robust revenue growth.

Opportunities and Threats

Lack of access to quality education, which imparts skills in demand for the job market in emerging countries has created demand for offerings that the Company has developed. Hence, lack of 'employability focused education' and aspiration for white-collared careers are the underlying opportunities exploited by Aptech's retail brands in the career education space. One of the major area of focus for the Company in the international market is the increasing investments by Governments and multi-lateral institutions in skill and capacity development for inclusive economic growth. Overall the size of opportunity for the Company expands based on increase in demand for skilled manpower in the competency areas and geographical locations where it currently offers courses or is likely to offer courses in future. Some of the trends which are presently impacting the demand for skilled professionals in various industries are captured below:

- Increasing digitization across the world requiring IT skills across the board

- Increasing collections of animated movies and popularity of local animated content for TV
- Growth in outsourcing/offshoring of animation, VFX and game development to emerging countries
- Growth in print and web media leading to demand for design skills
- Extensive use of VFX in regular motion pictures and general media industry
- Investments in new airports and upgrade of existing infrastructure
- Rise in airline passenger traffic because lower fuel prices led to cheaper fares

Newer areas of opportunity continue to arise due to rapid pace of changes in all the industries, which in turn require the human resources with a different, upgraded skill set. Some of such potential opportunities in India, which the Company has started tapping already and could further exploit, have arisen from:

- Growth in new age e-commerce and app based service sector
- Banking & Financial sector reforms such as launch of payment banks, unified payment interface and mobile wallets
- Growth in revenue from digital services comprising Cloud, Mobile, Analytics and Social Media for Indian IT industry vs. traditional Application Development & Maintenance or Package Implementation revenue

These opportunities are equally relevant for the corporate training vertical as well. From the perspective of the other division, Aptech Testing, within the Enterprise Business segment, the key area of opportunity is continuing adoption of computer based testing for most of the large scale, high stake exams for entrance and public sector recruitment. Increasing digitization of the assessment and evaluation process for various needs is becoming a key imperative for various institutions to bring efficiency and speed, and manage complexity.

Major threat to the Company's business is from substitutes, especially expansion or entry of formal sector in the skill based education space occupied by it. Once the formal sector becomes successful after entering into a particular area, it has been seen that this leads to a mad rush in capacity expansion. This in turn affects the Company's business prospects, as seen in case of IT Training business in India and now in Vietnam. Other significant threat to the Company's business is from unfavourable changes in regulations pertaining to education business, which may either lead to decline in business volume or to a complete cessation of business. Other factors which lead to decline in jobs for skilled manpower are also a threat to its business, for e.g. automation in IT industry.

Risks, Challenges and Concerns

As an Education company operating in many countries, Aptech faces many risks. Typical macro risks such as political, economic, regulatory and currency are a major challenge and the company is exposed to these risks across all its geographies. However, in addition to these macro risks, there are many business risks that the Company is exposed to due to its choice of business and operating model. Some of the major risks in this category are listed here:

- Demand risk for its courses and other offerings; this is also linked to availability of jobs in respective sectors for its retail offerings
- Technology and general obsolescence of its content and also for its IT investments
- Network risk due to franchise model – quality of service delivery, brand risk, revenue leakage, etc.
- Human resource risks – availability of capable manpower within budget

Aptech has institutionalised a Risk Management policy to manage risks. Some of the strategies adopted to manage risks are:

- Diversification: Multi-product and Multi-geography
- Hedging: Use of currency futures and pushing USD as the payment currency for international franchisees
- Regular Monitoring: Internal audit and review process
- Continuous Investment in IP Development: Continued creation of new and revamp of existing content

Internal Controls and Their Adequacies

The internal audit and internal control procedures adopted in Aptech are adequate and commensurate with the size and the complexity of the business. The Company continuously upgrades its systems in line with the best available practices. These systems are supported by periodical reviews by the management, and standard policies and guidelines to ensure that financial and other records are prepared accurately. All major expenses are controlled and businesses are monitored so that the actual spending is in accordance with the budget. A well-defined organizational structure, strong internal controls, defined authority matrix and documented policy guidelines ensure compliance with internal policies and applicable laws and regulations, efficiency of operations and protection of resources.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

DIRECTORS' REPORT

THE MEMBERS OF APTECH LIMITED

Your Directors are pleased to present their Sixteen Annual Report on the business and operations of your Company and the Audited Financial Results for the year ended March 31, 2016.

STATE OF AFFAIRS – SNAPSHOT OF FINANCIAL RESULTS

The financial results of the Company for the Accounting period ended March 31, 2016 are presented below:

(₹ In lacs)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
Operating Revenue	9,085.08	10,042.09	16,332.68	17,048.65
Dividend & Other Income	335.54	480.49	350.94	467.08
Total Revenue	9,420.62	10,522.58	16,683.62	17,515.73
Total Expenditure	8,124.59	8,531.79	15,386.78	15,604.93
Net Profit	1,296.03	1,990.79	1,296.84	1,910.79
Profit / (Loss) After Tax	1,019.03	1,648.79	1,019.32	1,568.30
Profit/(Loss) After Tax & Share of Associates	1,019.03	1,648.79	1,016.88	1,564.73

OPERATIONS REVIEW

Performance of the larger 'Individual Training' or 'Retail' segment of Aptech in FY2015-16 was a mixed bag with the Retail business declining in revenue terms and International Retail business growing its revenue by 28.54%. Domestic Retail revenue was impacted majorly by drop in accrual income on account of change in MAAC accounting policy, and exit from own centers and alliance with software vendor for content and certifications. 'Enterprise Business' or 'Non-retail' segment also declined by 8.51% in FY2015-16 as compared to previous financial year due to de-growth of 11.10% in Aptech Testing revenue. The Aptech Testing business continued its decline due to impact of an adverse ruling of Supreme Court on entrance exam business from a leading customer. Operating Revenue for the year was ₹ 16,332.68 lac as against ₹ 17,048.65 lac in FY2014-15.

EBITDA declined from ₹ 2,519.94 lacs in the previous year to ₹ 2,027.64 lac in FY2015-16. This translates to a drop in EBITDA margin from 14.78% to 12.41%, an impact of 237 basis points. In addition to the lower revenue in Domestic Retail and Enterprise Business, adverse revenue mix in International Retail (lower sign-up fees vs. higher project income) has impacted the margins. Profit Before Tax (PBT) was ₹ 1,296.84 lacs in FY2015-16, drop of 32.13% from the FY2014-15 levels of ₹ 1,910.79 lac. Similarly, Profit After Tax and Share of Loss of Associate declined to ₹ 1,016.88 lacs with EPS as ₹ 2.55 per share in FY2015-16. The Company continued to have zero debt and has cash balances of ₹ 3,319.83 lacs as on 31st March 2016.

With its focused efforts to leverage its franchise platform in the Career Education space, the Company launched many new products in FY2015-16. This includes Aptech Banking & Finance Academy and Lakme Academy Powered by Aptech in the domestic market. Multiple centers have been signed up for these new brands and operations have commenced. Similarly in the international market, the Company has launched Aptech International School offering with a franchise format. In addition to these franchise format based brands, Aptech's OnlineVarsity platform was launched as an e-commerce marketplace for the wider market, selling short training courses from Aptech and its partners. Aptech will going forward continue its efforts to scale-up its 'Digital' footprint. Training courses for all of its existing brands were also revamped and launched to cater to changing market needs.

In FY2015-16, the Company exited from its alliance with Microsoft for its IT Training brands which had an impact on the top line, but is expected to improve profitability in the long term. Continuing its focus to develop events as a key student and industry engagement avenue for its brands, the Company continued to grow the scale and reach of its premier events such as Orbit Live, Kalakari and Creative Minds of Arena Animation, 24FPS, National Students Meet and MAAC Creative League of MAAC and Panorama of Aptech Aviation. It introduced a new event 'Code Tadka' under the IT Training brand. In addition to delivering an enriching experience for the participating students, these events also helped the Company generate additional income. Similarly, in the international market Company's focus was on winning and delivering skill development projects. In FY2015-16, some of the major projects delivered by Aptech were IT skill development project from Ministry of Communications & IT of Afghanistan, capacity development from Malaysian Administrative Modernisation and Management Planning Unit (MAMPU) and 'Train The Trainer' project in Panama from Government of India.

The total number of new center sign-ups in FY2015-16 was 142 as against 107 in FY2014-15 on the back of 126 new centers (including 23 for new brands) signed-up in domestic markets vs. 73 in previous year. In contrast, the scenario in the international market was exactly reverse with only 16 new centers signed vs. 34 in FY2014-15. At the end of the year, the overall network strength was 935, with 191 centers in the international market. The company entered newer markets such as Zambia, Bhutan and Egypt in this financial year. A new Master Franchisee partnership was signed for Aptech Computer Education brand in an African country.

Assessment & Testing division booked 16.88 lacs tests in the current year. The company's started delivery of exams on the first release of its own testing software and is working towards enhancing future releases. From the many new orders signed and delivered in FY2015-16, the partnership with a leading system integrator for delivery of exams for Madhya Pradesh state governments Professional Examination Board and contract with defense services linked non-profit are important for future growth of the division. The Training Solutions division also expanded on its offering for new age/ e-commerce companies and added many new customers including three leading e-commerce portals and a cab aggregator to its portfolio.

The Company for the 13th year in a row won the ICT Gold Medal for Highest Turnover (Category: Training) and Top ICT Training Cup from HCM Computer Association, Vietnam (2003 – 2015). Similarly, Aptech Uganda won the award for Best ICT Training institute in Uganda for the 3rd consecutive year at the URI Awards. Students' films from two of MAAC's centers won awards in Best Animation Short Film and Best C.G. Advertisement category at the International Film Festival Chandigarh, 2015. Also, a student created portrait of Prime Minister Mr. Modi based on pixelation concept by MAAC students is likely to be published in Limca Book of Records Edition 2017.

DIVIDEND

During the year under review, Interim Dividend of ₹ 1.00 per equity share was paid to the shareholders as approved by the Board of Directors at its meetings held on 3rd February 2016. The Directors have considered it financially prudent to re-invest profits into the business of the Company and therefore have not recommended final dividend.

DIRECTORS

During the year, the Directors met four times on 29th April 2015, 7th August 2015, 26th October 2015, and 3rd February 2016.

Mr. Maheshwer Peri, resigned as an Independent Director on 28th March 2016 due to personal reasons.

Mr. Rakesh Jhunjhunwala, Chairman, retires by rotation at the ensuing annual general meeting and is eligible for re-appointment.

At the meeting of the Board of Directors held on 6th May 2016, Mr. Ninad Karpe submitted his resignation as Managing Director & CEO. While accepting the resignation with regret, the Board requested him to continue in the said position in terms of his appointment which is for a period of 180 days from the date of resignation in order to enable smooth transition.

Mr. Asit Koticha, resigned as a Nominee Director of ASK Securities Advisory Services Private Limited (ASK) on 22nd June 2016 owing to transfer of entire shareholding of the Company (1.86% of the equity share capital) held by ASK of which Mr. Koticha was a promoter. The Board of Directors, vide circular resolution dated 22nd June 2016, have appointed Mr. Asit Koticha as an Additional Director (Non-Executive Independent Director) of the Company to fill up the vacancy caused by the resignation of Mr Maheshwer Peri.

At the meeting of the Board of Directors held on 21st July 2016, Mr. Anil Pant was appointed as:

- Additional Director
- Managing Director & CEO (Designate) with effect from 21st July, 2016
- Managing Director & CEO with effect from 3rd November, 2016 subject to approval of members in the ensuing Annual General Meeting

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

BOARD EVALUATION

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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

SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

As on 31st March 2016, the Company had 7 Subsidiaries. During the year under review, Aptech Worldwide Corporation, USA, a wholly owned subsidiary has been dissolved. Pursuant to Rule 5 (1) of the Companies (Accounts) Rules, 2014 the performance and financial position of the Subsidiaries is included for the financial year ended 31st March, 2016 as per Form AOC-1 attached to the financial statements of the Company.

CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted Corporate Social Responsibility Committee in compliance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Corporate Social Responsibility Committee has formulated a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company.

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

DEPOSITS

The Company does not accept any deposits from public.

INSURANCE

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

MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on the Management Discussion and Analysis is attached as a part of the Annual Report.

CORPORATE GOVERNANCE

Effective corporate governance is necessary to retain the trust of stakeholders and to achieve business success. Corporate governance is about commitment to values and ethical business conduct. It is about how an organisation is managed. It includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. As shareholders across the globe evince keen interest in the practices and performance of companies, corporate governance has emerged at the centre stage of the way the corporate world functions. Corporate governance is vital to enable companies to compete globally in a sustained manner and let them flourish and grow.

A separate Report on Corporate Governance is attached and forms part of the Annual Report. The Auditors' Certificate regarding compliance of the conditions of Corporate Governance is also annexed.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement:

- (i) That in the presentation of the annual accounts for the year ended March 31, 2016, applicable accounting standards have been followed and that there are no material departures;
- (ii) That they have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended March 31, 2016 and of the profit of the Company for the year ended on that date;
- (iii) That they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual accounts have been prepared on a going concern basis.
- (v) That internal financial controls followed by the Company are adequate and were operating effectively
- (vi) That the system to ensure compliance with the provisions of all applicable laws were adequate and operating effectively

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy

Adequate measures are taken to conserve energy although the Company's operations are low energy intensive.

Technology Absorption

Your Company continues to use the latest technologies for improving the productivity and quality of its services.

Research & Development

Technological obsolescence is certain. We encourage continuous innovation and research and development for measuring future challenges and opportunities.

Foreign Exchange Earnings and Outgo

The details of Foreign Exchange Earnings and Outgo are given in the Notes to Accounts (Reference point No. B6 & B7 of Note 16).

PARTICULARS OF EMPLOYEES

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

Sr No	Name	Age	Date of Joining	Remuneration paid (₹ in lacs)	Designation	Educational Qualification	Experience	Previous Employment
1	Ninad Karpe	55	1 st Feb 2009	213.49	Managing Director & CEO	BCom, ICAI	31	CA India

STATUTORY AUDITORS

M/s. Khimji Kunverji & Co., Chartered Accountants who are the Statutory Auditors of the Company, have confirmed vide their certificate dated 14th April 2016 that they are eligible for re-appointment at the ensuing annual general meeting to conduct audit of the accounts of the company for the financial year 2016-17 and that their re-appointment, if made will be in accordance with the provisions of the Companies Act, 2013 and as per the term prescribed under the said act.

The Observation and comments given by the Auditors in their report read together with notes on financial statements are self explanatory and hence does not call for any further comments under Section 134 of the Act.

SECRETARIAL AUDITOR

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

APPOINTMENT OF M/S KARVY COMPUTERSHARE PRIVATE LIMITED AS THE REGISTRAR & TRANSFER AGENT OF YOUR COMPANY

In March, 2016, your Company discovered certain irregularities at M/s. Sharepro Services (India) Private Limited (hereinafter referred to as "Sharepro"), erstwhile Registrar & Transfer Agent, with regard to share related activities. After conducting preliminary investigation, your Company filed a criminal complaint against Sharepro and some of its employees.

Pursuant to SEBI Order No. WTM/RKA/MIRSD2/41/2016 dated 22nd March, 2016; the Company conducted the audit of the records and systems of Sharepro for the past 10 years concerning dividend payments and transfer of securities. The said report has been filed with BSE and NSE.

Pursuant to said order, the Company terminated the services of Sharepro and appointed Karvy Computershare Private Limited with effect from 1st June, 2016.

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

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

ACKNOWLEDGEMENT

Your Directors wish to acknowledge all their stakeholders and are grateful for the excellent support received from the shareholders, Bankers, Financial Institutions, Government authorities, esteemed corporate clients, customers and other business associates. Your Directors recognise and appreciate the hard work and efforts put in by all the employees of the Company and their contribution to the growth of the Company in a very challenging environment.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 19th August, 2016

C. Y. Pal

Vice – Chairman

Ninad Karpe

Managing Director & CEO

Annexures to Directors Report

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

ANNEXURE I TO DIRECTORS REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2016

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

I. REGISTRATION AND OTHER DETAILS:

CIN	L72900MH2000PLC123841
Registration Date	25 th January, 2000
Name of the Company	Aptech Limited
Category / Sub-Category of the Company	Company limited by Shares/ Non-govt company
Address of the Registered office and contact details	Aptech House, A -65, M.I.D.C., Marol, Andheri(E), Mumbai – 400093
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Name :- M/s. Karvy Computershare Pvt. Ltd. Address :- Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Hyderabad - 500 032 Karvy Computershare Pvt. Ltd. 7 th floor, 701, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Off Bandra Kurla Complex Bandra East, Mumbai - 400 051 Contact Person :- Mr. P A Varghese Tel. No.:- 040-67162222

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Other educational services n.e.c.	85499	86.39%
2	Educational support services (Testing evaluation services)	85500	13.61%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	NAME OF THE COMPANY	ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Maya Entertainment Limited	710, 3 rd Floor, Anant Chambers, Opposite Modern School, Junglee Maharaj Road, Shivajinagar, Pune – 411 005	U74999PN2006PLC128787	Subsidiary	100%	2(87)(ii)
2	Attest Testing Services Limited	A-65, Aptech House, M.I.D.C., Marol, Andheri (E), Mumbai 400093.	U72200MH2004PLC144003	Subsidiary	100%	2(87)(ii)
3	Agism Sdn.bhd Malaysia	B-9-1, Megan Avenue 1, 189, Jalan Tun Razak 50400 Kuala Lumpur	NA	Subsidiary	100%	2(87)(ii)
4	Aptech Training Limited, FZE	RAK Free Trade Zone, P.O Box 16111, Ras Al Khaimah, United Arab Emirates.	NA	Subsidiary	100%	2(87)(ii)
5	Aptech Investment Enhancers Limited	Les Cascades, Edith Cavell Street Port Louis, Mauritius	NA	Subsidiary	100%	2(87)(ii)
6	Aptech Ventures Limited	Les Cascades, Edith Cavell Street Port Louis, Mauritius	NA	Subsidiary	100%	2(87)(ii)
7	Aptech Global Investment Limited	Les Cascades, Edith Cavell Street Port Louis, Mauritius	NA	Subsidiary	100%	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Shareholders**

	Category of Shareholders	No. of Shares held at the beginning of the year 31 st March 2015				No. of Shares held at the end of the year 31 st March 2016				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A	Promoters									
1)	Indian									
a	Individuals/ HUF	8138404	0	8138404	20.38		9620328	9620328	24.11	3.73
b	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d	Bodies Corporate	743136	0	743136	1.86	0	0	0	0	-1.86
e	Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f	Associate Company	9933496	0	9933496	24.90	8443472	0	8443472	21.17	0.00
Sub-Total (A) (1)		18806936		18806936	47.14	18063800	0	18063800	45.28	1.87
2)	Foreign									
a	NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b	Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d	Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e	Any other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)		0	0	0	0.00	0	0	0	0.00	0.00
Total holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		18806936		18806936	47.14	18063800	0	18063800	45.28	1.87
B	Public Shareholding									
1)	Institutions									
a	Mutual Funds/ UTI	1929	629	2558	0.01	1929	629	2558	0.01	0.00
b	Banks/ FI	118681	669	119350	0.30	114503	669	115172	0.29	-0.01
c	Central Govt.	264	0	264	0.00	0	0	0	0.00	0.00
d	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g	FIs	2162390	255	2162645	5.42	1325445	255	1325700	3.32	
h	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i	Trust	4802	0	4802	0.01	0	0	0	0.01	0.00
Sub-Total (B) (1)		2283264	1553	2284817	5.73	1441877	1553	1443430	3.62	-0.01

	Category of Shareholders	No. of Shares held at the beginning of the year 31 st March 2015				No. of Shares held at the end of the year 31 st March 2016				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2)	Non-Institutions									
a	Bodies Corporates									
	i. Indian	2874861	5639	2880500	7.22	2909285	5555	2914840	7.31	0.09
	ii. Overseas									
b	Individuals									
	i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	11908154	744214	12652368	31.72	12808248	733447	13541695	33.94	2.23
	ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	2752421	0	2752421	6.90	3278108	0	3278108	8.22	1.32
c	Others (specify)									
	i.Non-Resident Indian	418984	80910	499894	1.25	553828	79835	633663	1.59	0.30
	ii.Overseas corporate Bodies	1	0	1	0.00	1	0	1	0.00	0.00
	iii.Foreign Nationals	550	0	550	0.00	450	0	450	0.00	0.00
	iv.Clearing Members	0	0	0	0.00	0	0	0	0	0.00
	v.Trust	4802	0	4802	0.00	6302	0	6302	0.02	0.00
	vi.Foreign Bodies	0	0	0	0.00	0	0	0	0	0.00
Sub-Total (B) (2)		17959773	830763	18790536	47.10	19556222	818837	20375059	51.07	3.97
Total Public Shareholding (B)= (B)(1) + (B)(2)		20243037	832316	21075353	52.83	20998099	820390	21818489	54.69	3.96
C	Shares held by Custodian for GDRs & ADRs	11271	0	11271	0.03	11271	0	11271	0.03	0.00
Grand Total (A+B+C)		39061244	832316	39893560	100.00	39073170	820390	39893560		0.00

(ii) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	RARE EQUITY PVT. LTD	9933496	24.90		8443472	21.17		-1490024
2	RAKESH JHUNJHUNWALA	4319100	10.83		4319100	10.83		0
3	REKHA JHUNJHUNWALA	2555977	6.41		4046001	10.14		1490024
4	GOPIKISHAN DAMANI	1255227	3.15		1255227	3.15		0
5	ASK SECURITIES ADVISORY SERVICES.PVT. LTD	650000	1.63	650000				-650000
6	ASK SECURITIES ADVISORY SERVICES.PVT. LTD	93136	0.23					-93136
	Total	18806936	47.14	650000	18063800	45.28	0.00	-743136

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

Sr. No.				Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	18806936	47.14		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	743136		18063800	45.28
	At the End of the year	18063800	45.28	18063800	45.28

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):								
Sr. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the company				No. of shares	% of total shares of the company
1	PREMIER INVESTMENT FUND LIMITED	605000	1.52	31/03/2015				
				04/09/2015	-100000	Transfer	505000	1.26
				23/10/2015	-100000	Transfer	405000	1.02
				30/10/2015	-91500	Transfer	313500	0.79
				06/11/2015	-40900	Transfer	272600	0.68
				13/11/2015	-44600	Transfer	228000	0.57
				20/11/2015	-21200	Transfer	206800	0.52
				27/11/2015	-29134	Transfer	177666	0.44
				04/12/2015	-172666	Transfer	5000	0.01
				08/01/2016	-5000	Transfer	0	0
		0	0	31.03.2016			0	0
2	LABRADOR PARTNERS L.P.	714983	1.79	31/03/2015				
					28199	Transfer	743182	1.86
					-186481	Transfer	556701	1.40
		556701	1.40	31/03/2016			556701	1.40
3	MACQUARIE BANK LIMITED	2702013	0.68	31/03/2015	0	Nil movement during the year		
		2702013	0.68	31/03/2016			2702013	0.68
4	NEERAJ BATRA	355000	0.89	31/03/2015	0	Nil movement during the year		
		355000	0.89	31/03/2016			355000	0.89
5	NEHA LASHIT SANGHVI	125000	0.31	31/03/2015				
					-125000	Transfer	0	
		0	0.00	31/03/2016			0	0.00
6	NEWFOUNDLAND PARTNERS L.P.	272724	0.68	31/03/2015				
					14279	Transfer	287003	0.71
					-65411	Transfer	221592	0.56
		221592	0.56	31/03/2016			221592	0.56

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):								
Sr. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the company				No. of shares	% of total shares of the company
7	SAMEER KOTICHA	0	0.00	31/03/2015				
					743136	Transfer	743136	1.86
					-743136	Transfer	0	0.00
					0	Transfer	0	0.00
					743136	Transfer	743136	1.86
			1.86	31/03/2016	0		743136	1.86
8	ALCHEMY CAPITAL MANAGEMENT PVT LTD	200000	0.50	01/04/2015	0	Nil movement during the year		
		200000	0.50	31/03/2016			200000	0.50
9	ZEN SECURITIES LTD	0	0.00	31/03/2015				
					50000	Transfer	50000	0.13
					82500	Transfer	132500	0.33
		132500	0.33	31/03/2016			132500	0.33
10	ACADIAN EMERGING MARKETS EQUITY II FUND LLC	171482	0.43	01/04/2015	0	Nil movement during the year		
		171482	0.43	31/03/2016			171482	0.43
11	INFINITY KNOWLEDGE SYSTEMS PVT. LTD.	130150	0.33	31/03/2015				
					50000	Transfer	180150	0.45
					34000	Transfer	214150	0.54
					30000	Transfer	244150	0.61
					34000	Transfer	278150	0.70
		278150	0.70	31/03/2016			278150	0.70
12	KARVY STOCK BROKING LTD(BSE)	40000	0.10	31/03/2015				
					-15000	Transfer	25000	0.06
					55000	Transfer	80000	0.20
					-10000	Transfer	70000	0.18
					55000	Transfer	125000	0.31
					-5000	Transfer	120000	0.30
		120000	0.30	31/03/2016	0.30		120000	0.30
13	SANJANA BATRA	105000	0.26	01/04/2015	0	Nil movement during the year		
		105000	0.26	31/03/2016			105000	0.26

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No		Shareholding at the		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total shares of the company				No. of shares	% of total shares of the company
1.	Ramesh Damani Non-Executive Director	25000	0.06	01/04/2015	0	Nil movement during the year		
		25000	0.06	31/03/2016			25000	0.06
2.	Ninad Karpe Managing Director & CEO	5001	0.01	01/04/2015	0	Nil movement during the year		
		5001	0.01	31/03/2016			5001	0.01
3.	Chugh Yoginder Pal Non-Executive Director	1	0.00	01/04/2015	0	Nil movement during the year		
		1	0.00	31/03/2016			1	0.00
4.	Rajiv Agarwal Non-Executive Director	8100	0.02	01/04/2015		Nil movement during the year		
		8100	0.02	31/03/2016			8100	0.02
5.	T. K. Ravishankar Chief Financial Officer	2000	0.01	01/04/2015	0	Nil movement during the year		
		2000	0.01	31/03/2016			2000	0.01

V. INDEBTEDNESS – NIL**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Ninad Karpe *	Anuj Kacker **	
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 \$\$\$	213.49	92.38	305.87
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	213.49	92.37	305.86
	Ceiling as per the Act	82.81	82.81	165.62

* During the year ended 31st March 2016, the remuneration paid to Mr. Ninad Karpe has exceeded the limits specified under the Section I of the Part II of Schedule V of the Companies Act, 2013 by ₹ 130.68 lacs and the application to Central Government for waiver of excess remuneration paid to Mr. Ninad Karpe will be made by the Company.

**During the year ended 31st March 2016, the remuneration paid to Mr. Anuj Kacker has exceeded the limits specified under the Section I of the Part II of Schedule V of the Companies Act, 2013 by ₹ 9.56 lacs and the application to Central Government for waiver of excess remuneration paid to Mr. Kacker will be made by the Company.

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

B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of Directors						Total Amount
		C.Y.Pal	Ramesh Damani	Vijay Aggarwal	Madhu Jayakumar	Yash Mahajan	Maheshwer Peri	
1	Independent Directors							
	· Fee for attending board committee meetings	4,20,000	2,80,000	3,00,000	1,00,000	80,000	80,000	12,60,000
	· Commission	4,00,000	4,00,000	4,00,000	2,25,000	2,25,000	-	16,50,000
	· Others, please specify	-	-	-	-	-	-	-
	Total (1)	8,20,,000	6,80,000	7,00,000	3,25,000	3,05,000	80,000	29,10,000
2	Other Non-Executive Directors	Asit Koticha	Rajiv Agarwal	Utpal Sheth				Total Amount
	· Fee for attending board committee meetings	80,000	2,20,000	2,20,000				5,20,000
	· Commission							-
	· Others, please specify							-
	Total (2)	80,000	2,20,000	2,20,000				5,20,000
	Total Remuneration(1 + 2)							34,30,000
	Overall Ceiling as per the Act	1% of the net profits of the Company for payment of Commission.						

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

Sr. No	Particulars of Remuneration	Key Managerial Personnel	
		T.K.Ravishankar (CFO)	Ketan H Shah (Company Secretary)
1			
	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	69,03,168	26,30,595
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	
3	Sweat Equity	-	
4	Commission		
	- as % of profit		
	- others, specify...		
5	Others, please specify		
	Total	69,03,168	26,30,595

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

ANNEXURE II TO DIRECTORS REPORT

Remuneration Policy

Human Resource in any organization is considered as one of the invaluable assets. With a view to harmonise the aspirations of human resources consistent with the goals and objectives of the Company and in terms of the provisions of the Companies Act, 2013 and rules made thereunder, the listing agreement as amended from time to time, this policy on remuneration has been formulated by the Nomination and Remuneration Committee ("Committee") and approved by the Board of Directors.

Objectives of the Policy are:

- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in the market
- To provide reward linked directly to the effort, performance, dedication and achievement
- To retain, motivate and promote talent and to ensure long term sustainability of talented employees and create competitive advantage.

Managing Director / Whole time Director

1. The remuneration to Managing and Whole-time Directors will be determined by the Committee and recommended to the Board for approval. The remuneration shall be subject to the consent of the shareholders of the Company and Central Government, wherever required.
2. The remuneration to be paid to Managing and Whole-time Directors shall be in accordance with the percentage / slabs / conditions laid down in the Companies Act, 2013, and the rules / schedule made thereunder.
3. Annual increments to the existing remuneration structure shall be determined by the Committee which should be within the limits as prescribed under the Companies Act, 2013 and recommended to the Board for approval.
4. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. may be fixed by the Committee.
5. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing and Whole-time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.
6. If Managing or Whole-time Director draws or receives any sum in excess of the limits prescribed under the Companies Act, 2013, the Company shall not waive recovery of such sum paid in excess unless permitted by the Central Government.

Non- Executive / Independent Director:

1. Non- Executive / Independent Director may receive sitting fees for attending meetings of Board or Committee thereof. Sitting fee for each meeting shall be of such amount as may be approved by the Board within the permissible limit laid down under the Companies Act, 2013 and rules made there under.
2. Commission may be paid to Non-Executive / Independent Directors within the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013 subject to approval of the shareholders.
3. The Board shall approve distribution of Commission amongst the NEDs / IDs.
4. An Independent Director shall not be entitled to any stock option of the Company.

Remuneration of Chief Financial Officer, Company Secretary and other employees

CTC of Chief Financial Officer and Company Secretary will be determined by the Committee and recommended to the Board for approval. Overall annual increment for all employees of the company will be decided by the Committee.

ANNEXURE III TO DIRECTORS REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

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

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

2. **The Composition of the CSR Committee.**

Mr. C. Y. Pal, Chairman of the CSR Committee (Independent Director)

Mr. Rajiv Agarwal, Director

Mr. Ninad Karpe, Managing Director & CEO

3. Average net profit of the company for last three financial years. ₹ 2421 lacs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above). ₹ 48.43 lacs

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

(a) Total amount to be spent for the financial year: ₹ 48.43 lacs

(b) Amount unspent, if any: ₹ 42.68 lacs

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

1	2	3	4	5	6	7	8
Sr No.	CSR Project or activity identified	Sector in which the project is covered	Projects Or Programs (1)Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlays (budgets) project Or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2)Over-heads:	Cumulative-expenditure up to the reporting period	Amount spent through implementing agency
1.	Skill Development	Education	Mumbai, Maharashtra	-	-	-	Antarang- ₹ 233085 Udaan- ₹ 47151 Aarambh- ₹ 266039 Muktangan- ₹ 28212

6. **Reasons for not spending the amount:**

As required under the Companies Act, 2013, the Company was required to contribute ₹ 48.43 lacs during the financial year 2015-16 (₹ 44.38 lacs previous year). However the Company could contribute only ₹ 5.75 lacs during the financial year 2015-16 (₹ 6.15 lacs previous year). The tie-up with the NGOs is yet to gather momentum and therefore the full contribution was not completed. The efforts are nevertheless on.

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

Sd/-
Ninad Karpe
(Managing Director & CEO)

Sd/-
C. Y. Pal
(Chairman of CSR Committee)

Sd/-
Ketan H. Shah
(Company Secretary)

POLICY ON CORPORATE SOCIAL RESPONSIBILITY

Policy Statement

Aptech Limited and its subsidiary companies recognize the importance of skill development and realizes that the University education is not sufficient vis-à-vis the Industry's requirement of skilled manpower. In fact there is a huge gap between the aspirations and availability, as the actual growth rate in education has been 11.3% as compare to 37% required by Eleventh five year plan set by govt. (Planning Commission). A recent report by the Confederation of Indian Industry (CII) and the Boston Consulting Group (BCG) titled 'India's demographic dilemmas' analyses that there is a large skill gap in the country which needs to be urgently addressed. The report projects that over the next five years, India will experience a paradox of nearly 90 million persons joining the workforce, but most will lack the requisite skills and the mindset for productive employment, or for generating incomes through self-employment. And Government have recognized approximately 500 million persons to be skilled.

Scope

This policy applies to all of Aptech Limited and its subsidiaries.

Objective

The objective of the policy is to:

- Provide vocational education to the underprivileged children and youth, including high school and higher education drop-outs which is ranging to almost 57% of school going children, across all pockets of India and help in bridging the gap between the skill required by the industry and skill available.
- Improve the knowledge of students between age group 11-16 and improve the employability of the youth population between age group of 18-35 years at large and hence positively impact the society.

Implementation

The process for implementation of CSR programmes will involve:-

Definition Underprivileged Household:

An individual whose annual household income is ₹ 2.5 Lacs or less.

Programs

- Providing computer, animation and related literacy to underprivileged children and youth, including high school and higher education drop-outs at Aptech and MAAC Centers (Franchise center or at the facility provided by the NGO).
- In case the training is provided at the NGO's facility then the faculty can be provided by Franchise center or by HR.
- Course Cost will be borne by Aptech Ltd and its subsidiary.

Execution

- Engaging NGOs which are working in area of skill development.
- HR will provide course details, fee details and centre location details to the NGOs.
- The student list has to be attested by NGO confirming that the household are the underprivileged household.
- Operations to create separate fee for CSR
- HR to send list to logistics for books issuance and ensures that the book is delivered at franchise centre
- Names of students to be entered in "Aptrack" under CSR fee plan.
- Student will complete the course and attendance to be marked by center in Aptrack.
- Test to be administered and certificates to be issued
- Post completion of the course center to send invoice in NGO's name on center's letter head
- NGO's invoice to be validated by HR with the documents (attendance sheet and course completion record)
- Based on invoice raised by center, Aptech to issue cheque in favour of NGO.
- NGO issues the cheque in favour of center
- The execution of the activity will be responsibility of HR.

Monitoring

- Monthly reports to be generated which will include the amount spent on individual student and administering post training test to ascertain the proficiency students have acquired.

Constitution of CSR Committee

1. Mr. C. Y. Pal, Chairman of the Committee
2. Mr. Ninad Karpe
3. Mr. Rajiv Agarwal

Responsibility

HR will be responsible for the execution, implementation and monitoring of the CSR activity.

Approval Authority

Approval authority of the CSR policy will be the Board of Directors.

ANNEXURE IV TO DIRECTORS REPORT

Form No. MR-3 SECRETARIAL AUDIT REPORT

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

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To,
**The Members,
Aptech Limited**

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

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

For SG and Associates,

Suhas Ganpule,

Proprietor,

Membership No: 12122

C. P No: 5722

Date: 2nd June, 2016

Place: Mumbai

ANNEXURE V TO DIRECTORS REPORT

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

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance are as under:

Sr. no.	Name of Director / KMP and designation	Remuneration for the FY 2015-16 (₹ In lacs)	% increase in remuneration in the FY 2015-16	Ratio of remuneration to median employees remuneration	Comparison of remuneration of the KMP against the performance of the Company
1	Rakesh Jhunjhunwala, Chairman	Nil	*	*	
2	C. Y. Pal, Vice Chairman	8.20	Nil	1.23	
3	Asit Koticha, Director	0.80	Nil	0.12	
4	Madhu Jayakumar Director	3.25	**	0.49	
5	Maheshwer Peri, Director	0.80	Nil	0.12	
6	Rajiv Agarwal, Director	2.20	Nil	0.33	
7	Ramesh S. Damani, Director	6.80	Nil	1.02	
8	Utpal Sheth, Director	2.20	57.14%	0.33	
9	Vijay Aggarwal, Director	7.00	Nil	1.05	
10	Yash Mahajan, Director	3.05	90.62%	0.46	

Sr. no.	Name of Director / KMP and designation	Remuneration for the FY 2015-16 (₹ In lacs)	% increase in remuneration in the FY 2015-16	Ratio of remuneration to median employees remuneration	Comparison of remuneration of the KMP against the performance of the Company
11	Ninad Karpe, Managing Director & CEO	213.49	Nil	31.96	Profit before tax was 13.76% of Total Income FY 2015-16.
12	Anuj Kacker, Wholetime Director	92.38	Nil	13.83	
13	T. K. Ravishankar, Chief Financial Officer	74.55	5.07%	Not applicable	
14	Ketan H. Shah, Group Company Secretary	28.47	21.09%	Not applicable	

*Details not given as Rakesh Jhunjhunwala does not draw any remuneration from the Company.

- (ii) The median remuneration of employees of the Company during financial year was ₹ 6.68 lacs
- (iii) In the financial year there was an increase of 9.02% in the median remuneration of employees
- (iv) There were 377 permanent employees on the rolls as on 31st March 2016
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel (i.e. Managing Director & CEO and Wholetime Director) in the FY 2015-16: 3.33%
- (vi) The percentage increase in the managerial remuneration in the FY 2015-16: -12.80%.
- (vii) It is affirmed that the remuneration paid is as per the Remuneration Policy.

ANNEXURE VI TO DIRECTORS REPORT

FORM NO. AOC -2

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

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

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

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Anjali Karpe (wife of Mr. Ninad Karpe, Managing Director & CEO)
b)	Nature of contracts/arrangements/transaction	Consultant fee
c)	Duration of the contracts/arrangements/transaction	9 Months
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Date of approval by the Board	3 rd February, 2016
f)	Amount paid as advances, if any	-

For and on behalf of the Board of Directors

C Y Pal
Vice Chairman

Ninad Karpe
Managing Director & CEO

CORPORATE GOVERNANCE

PHILOSOPHY:

Your Company believes that Corporate Governance is critical to sustaining corporate development, increasing productivity and competitiveness. The governance process should ensure that available resources are utilized in a manner that meets the aspirations of all its stakeholders. Your Company's essential charter is shaped by the objectives of transparency, professionalism and accountability. The Company continuously endeavors to improve on these aspects on an ongoing basis.

BOARD OF DIRECTORS:

Composition:

The Board of Directors provide strategic direction and thrust to the operations of the Company. The Board has a Non-Executive Chairman who is the promoter of the Company and the numbers of Independent Directors are one-half of the total number of Directors. None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), across all the companies in which he is a Director. Hence, the Company complies with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 norms for Composition of Board of Directors.

Attendance at Meetings:

During the financial year ended 31st March 2016 under review, the Board of Directors met 4 times on 29th April 2015, 7th August 2015, 26th October 2015, and 3rd February 2016. The gap between two meetings during the year did not exceed four months.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting held on 7th August 2015, and also the number of Directorships and Committee Memberships held by them in other companies are given below:

Names of the Directors	Category	No. of Board Meetings attended during the year ended 31 st March 2016	Whether attended AGM held on 7 th August 2015	No. of Directorships in other public companies incorporated in India as on 31 st March 2016	No. of Committee positions held in other public companies incorporated in India as on 31 st March 2016	
					Chairman	Member
Mr. Rakesh Jhunjhunwala, Chairman	Promoter Non-Executive	4	No	3	Nil	Nil
Mr. C. Y. Pal, Vice Chairman	Independent Non-Executive	4	Yes	3	1	3
Mr. Ninad Karpe Managing Director & CEO	Non Independent Executive	4	Yes	3	3	0
Mr. Asit Koticha	Non-Executive	3	Yes	Nil	Nil	Nil
Mr. Rajiv Agarwal	Non-Executive	4	Yes	2	Nil	Nil
Mr. Ramesh S. Damani	Independent Non Executive	4	Yes	1	Nil	Nil
Mr. Utpal Sheth	Non-Executive	4	Yes	5	Nil	3
Mr. Vijay Aggarwal	Independent Non-Executive	3	No	5	12	5
Ms. Madhu Jayakumar	Independent Non-Executive	4	Yes	2	Nil	Nil
Mr. Yash Mahajan	Independent Non – Executive	3	No	Nil	Nil	Nil
Mr. Anuj Kacker Wholetime Director	Non Independent and Executive	4	Yes	1	Nil	Nil
Mr. Maheshwer Peri (upto 28 th March 2016)	Independent Non-Executive	3	Yes	NA	NA	NA

Other Provisions:

The Company also confirms that it did not have any material pecuniary relationship or transaction with any Non-Executive Director during the year ended 31st March 2016, except for the payment of Sitting Fees made to them for attending the Board and/or the Committee meetings and commission.

The information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being made available to the Board. The Audit Committee of the Board of Directors periodically reviews the compliance report submitted by the Managing Director regarding compliance with the various laws applicable to the Company.

Code of Conduct:

The Board of Directors has laid down a code of conduct for all Board Members and Senior Management of the Company. The said code of conduct has been posted on the website of the Company. Further all the Board Members and Senior Management personnel have affirmed compliance with the said code of conduct for the year ended 31st March, 2016. Necessary declaration to this effect signed by the Managing Director forms a part of the Annual Report of the Company for the year ended 31st March, 2016.

Familiarisation programmes for Independent Director:

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

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

AUDIT COMMITTEE:

The Composition of the Audit Committee as on 31st March, 2016 is as follows:-

Mr. C.Y. Pal (Chairman)

Mr. Ramesh S. Damani

Mr. Vijay Aggarwal

All the members of Audit Committee are Independent Directors. Statutory auditors, internal auditors and CFO attend the meetings of the Committee at the invitation of the Chairman. The Company Secretary acts as the Secretary of the Committee. All the members are financially literate and possess necessary expertise in finance or accounting or any other comparable experience or background.

The Company has complied with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regards composition of Audit Committee.

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

(1) Oversight of the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible;

- (2) Recommendation for appointment, remuneration and terms of appointment of the auditors of the company; .
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to :
 - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub - section 3 of Section 134 of Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by Management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- (5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (6) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (7) Review and monitor the auditor's independence and performance, and effectiveness of audit process; .
- (8) Approval or any subsequent modification of transactions of the company with related parties;
- (9) Scrutiny of inter-corporate loans and investment; .
- (10) Valuation of undertakings or assets of the company, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;

- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post – audit discussion to ascertain any area of concern;
- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (incase of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the Whistle Blower Mechanism;
- (19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee

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

Further as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

During the year under review, Audit Committee met 4 times on 29th April 2015, 7th August 2015, 26th October 2015 and 3rd February 2016 with a gap of not more than four months. The details of the meetings attended by the Directors are given below:

Names of Members	Category	No. of Meetings attended during the year ended 31 st March 2016
Mr. C. Y. Pal – Chairman	Independent, Non-Executive	4
Mr. Ramesh S. Damani	Independent, Non-Executive	4
Mr. Vijay Aggarwal	Independent, Non-Executive	3

Vigil mechanism

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

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

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

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

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

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

During the year under review, the Committee met once on 3rd February, 2016

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

Names of Members	Category	No. of Meetings attended during the year ended 31 st March 2016
Mr. Ramesh S. Damani – Chairman	Independent, Non Executive	1
Mr. Asit Koticha	Non Executive	1
Mr. C. Y. Pal	Independent, Non Executive	1

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

Status of Complaints received during the year ended March 31, 2016:

Nature of Complaints	Received	Resolved	Pending
Relating to Transfer, Transmission etc.	0	0	Nil
Other / Miscellaneous	8	8	Nil
TOTAL	8	8	Nil

Pending Transfers:

There were no pending transfers as on 31st March 2016.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 3rd February 2016, *interalia* to discuss:

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

All Independent Directors were present at the Meeting.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to Section 135 of the Companies Act, 2013, a Corporate Social Responsibility Committee was formed by the Board of Directors on 13th May, 2014 and consists of three Directors.

Terms of reference of the Corporate Social Responsibility Committee include formulating and recommending to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on the activities referred to in CSR Policy and monitoring the CSR Policy of the Company from time to time.

During the year under review, the Committee met 3 times on 29th April 2015, 7th August, 2015 and 3rd February 2016.

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

Names of Members	Category	No. of Meetings attended during the year ended 31 st March 2016
Mr. C. Y. Pal, Chairman of the Committee	Independent, Non Executive	3
Mr. Rajiv Agarwal, Director	Non Executive	3
Mr. Ninad Karpe, Managing Director & CEO	Non Independent, Executive	3

STRATEGY COMMITTEE:

During the year under review, the Strategy Committee met 4 times on 29th April 2015, 17th July 2015, 26th October 2015 and 3rd February 2016. The composition of the Strategy Committee along with the details of the meeting attended by the Directors is given below:

Names of Members	Category	No. of Meetings attended during the year ended 31 st March 2016
Mr. Vijay Aggarwal – Chairman	Independent, Non-Executive	4
Mr. C. Y. Pal	Independent, Non-Executive	4
Mr. Utpal Sheth	Non-Executive	2
Mr. Rajiv Agarwal	Non-Executive	4
Mr. Ninad Karpe	Non Independent, Executive	4

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

NOMINATION & REMUNERATION COMMITTEE:

During the year under review, the Nomination & Remuneration Committee met 4 times on 29th April 2015, 17th July 2015, 26th October 2015 and 3rd February 2016. The composition of the Committee along with the details of the meeting attended by the Directors is given below:

Names of Members	Category	No. of Meetings attended during the year ended 31 st March 2015
Mr. Vijay Aggarwal – Chairman	Independent, Non-Executive	4
Mr. Utpal Sheth	Non-Executive	3
Mr. C. Y. Pal	Independent, Non-Executive	4
Mr. Ramesh.S. Damani	Independent, Non-Executive	4

The terms of reference of the Nomination and Remuneration Committee are as follows:

- To determine the Company's policy on specific remuneration packages for Managing Director/Whole-time Director including pension rights and any compensation payment.
- To do such other acts, deeds, matters and things as are necessary for or incidental to the carrying out of any of the above functions.

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

Criteria for performance evaluation of Directors

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

The details of remuneration paid to Mr. Ninad Karpe during the year ended 31st March 2016 are as follows:

Particulars of remuneration	(Period: 1 st April 2015 to 31 st March 2016) Amount (in ₹ lacs)
Salary & Allowances	
Perquisites (Club Fees)	202.77
Contribution to Provident Fund, Superannuation Fund	10.72
TOTAL	213.49

During the year ended 31st March 2016, the remuneration paid to Mr. Ninad Karpe has exceeded the limits specified under the Section I of the Part II of Schedule V of the Companies Act, 2013 by ₹ 130.68 lacs and the application to Central Government for waiver of excess remuneration paid to Mr. Ninad Karpe will be made by the Company.

The Board of Directors at its meeting held on 31st October 2012 appointed Mr. Anuj Kacker as Wholtime Director of the Company for the period from 1st November 2012 to 31st October 2017. Approval of shareholders at the annual general meeting held on 30th September, 2013 in respect of his appointment has been obtained.

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

Particulars of remuneration	(Period: 1 st April 2015 to 31 st March 2016) Amount (in ₹ lacs)
Salary & Allowances	
Perquisites (Club Fees)	86.69
Contribution to Provident Fund, Superannuation Fund	5.68
TOTAL	92.38

During the year ended 31st March 2016, the remuneration paid to Mr. Anuj Kacker has exceeded the limits specified under the Section I of the Part II of Schedule V of the Companies Act, 2013 by ₹ 9.56 lacs and the application to Central Government for waiver of excess remuneration paid to Mr. Kacker will be made by the Company.

Details of shareholding of non-executive directors other than promoter directors in the Company as on 31st March 2016 are as follows:

Names of Directors	Category	No. of shares
Mr. Ramesh Damani	Independent Non-Executive	25,000
Mr. C. Y. Pal	Independent Non-Executive	1

The Shareholders at the Annual General Meeting held on 7th August 2015 approved payment of remuneration by way of commission of a sum not exceeding 1% per annum of the net profits of the Company to the Directors other than the Managing Director. In accordance with the said approval, considering the contributions made by the Independent Directors, ₹16.50 lacs as commission was paid to Independent Directors for the financial year 2015 -16 being 1% of net profits computed in accordance with Section 198 of the Companies Act, 2013 as under:

Name of Director	Commission for the year 2015-16
C. Y. Pal	400000
Ramesh S. Damani	400000
Vijay Aggarwal	400000
Madhu Jayakumar	225000
Yash Mahajan	225000
Total	1650000

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

The details of the Sitting Fees paid to the Non-Executive Directors for the year ended 31st March 2016 are as follows:

Name of Director	Sitting Fees
Rakesh JhunJhunwala	Nil
C.Y.Pal	420000
Asit Koticha	80000
Rajiv Agarwal	220000
Ramesh S. Damani	280000
Utpal Sheth	220000
Vijay Aggarwal	300000
Madhu Jayakumar	100000
Yash Mahajan	80000
Maheshwer Peri	80000
Total	1780000

Subsidiary Companies:

As on the close of the accounting year ended 31st March 2016, turnover of Maya Entertainment Limited (earlier known as Avalon Aviation Academy Private Limited) which is a subsidiary of Aptech Limited exceeded 20% of the consolidated turnover of Aptech Limited and its subsidiaries. In view of the same, Maya Entertainment Limited became a Material Unlisted Subsidiary Company of Aptech Limited.

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

Disclosures:

- (a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 during the financial year were in the ordinary course of business and on an arms length basis. As an abundant caution, prior approval of the Audit Committee and consent of the Board of Directors of the Company was obtained for engaging Mrs. Anjali Karpe (wife of Mr. Ninad Karpe, Managing Director & CEO) as a consultant at a fee of ₹ 2 lacs per month who was paid ₹ 8 lacs during the year. In respect of the related party transactions mentioned in the Notes to Accounts, which in the opinion of the Company does not have potential conflict with the interests of the company, there are no materially significant related party transactions during the year under review that may have potential conflict with the interests of the Company.

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

- (b) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

No penalties and strictures have been imposed by any statutory authorities on matters relating to capital markets during the last three years.

- (c) The Company has a Whistle Blowing procedure in place as per the Code of Conduct & Ethics. The Company also maintains a website known as 'Aptalk' which is a platform developed exclusively for all Aptech employees to Connect, Converse & Collaborate. This site helps employees to know their colleagues, to share information & industry news with them, to exchange their thoughts and collaborate together to create a vibrant online community of Aptech employees all over the world. This site is open to all members who have been assigned an Aptech email ID. Further the Company holds open house meetings, skip level meetings, exit interviews etc. wherein the employees are encouraged to freely express the various issues faced by them within the Company and the same are noted by the HR Division for escalation and necessary resolution.

- (d) Details of compliance with mandatory requirements and adoption of the non mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 :

All the mandatory items of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *interlia* as listed below, have been complied with and covered in this report:

- (i) Brief statement on Company's philosophy on code of governance;
- (ii) Board of Directors;
- (iii) Audit Committee;
- (iv) Nomination and Remuneration Committee;
- (v) Remuneration of Directors
- (vi) Stakeholders' Relationship Committee;
- (vii) General Body Meetings;
- (viii) Disclosures;
- (ix) Means of Communication;
- (x) General Shareholder Information.

- (e) Policy for determining 'material' subsidiaries

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

Board Disclosures:

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

Prevention of Insider Trading

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

Compliance with Non – Mandatory Requirements

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

- The position of the Chairman of the Board of Directors and the CEO is separate.
- The Internal Auditor reports directly to the Audit Committee in all functional matters.

CEO and CFO Certification:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ninad Karpe, Managing Director & CEO and Mr. T. K. Ravishankar, CFO and Executive Vice President have issued certificates to the Board of Directors which forms a part of the Annual Report of the Company for the year ended March 31st, 2016 .

GENERAL BODY MEETINGS:

Details of the last three Annual General Meetings held from the year 2013-14 and 2015-16 are given below, in the ascending order:

- 2013-14: (i) The Thirteenth Annual General Meeting of the company was held on 30th day of September, 2013 4.00 p.m at "Rangaswar Hall", 4th floor, Chavan Centre, General Jagannth Bhosale Marg, Chavanhall next to Sachivalaya Gymkhana, Mumbai 400 021 at 4.00 p.m.

2014-15: (i) The Fourteenth Annual General Meeting of the company was held on 14th day of November, 2014 at "Walchand Hirachand Hall", Indian Merchants Chamber, 4th Floor, IMC Marg, Churchgate, Mumbai 400 020 at 04:00 p.m. and in compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and SEBI circular dated 17th April 2014, the Company had offered e-voting facility as an alternative mode of voting to enable the Members to cast their votes electronically. Necessary arrangements were made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

2015-16: (iii) The Fifteenth Annual General Meeting of the company was held on 7th August 2015 at "Kamalnayan Bajaj Hall", Bajaj Bhawan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021 at 04:00 p.m. and in compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and SEBI circular dated 17th April 2014, the Company had offered e-voting facility as an alternative mode of voting to enable the Members to cast their votes electronically. Necessary arrangements were made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

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

At the Thirteenth Annual General Meeting held on 30th September, 2013, Special Resolution was passed pertaining to :

- (i) The appointment of Mr. Anuj Kacker as the Whole-time Director for the period 1st November, 2012 to 31st October, 2017 and the remuneration.
- (ii) Waiver of Excess Remuneration paid to Mr. Ninad Karpe, Managing Director & CEO for ₹ 25,03,601/- for the financial

year 31st March 2011, ₹ 67,46,296/- for the financial year 31st March 2012 and ₹ 54,90,522/- for the financial year 31st March 2013.

- (iii) During the year 2013-14, Special resolution was passed by shareholders of Aptech Limited by way of Postal Ballot on 6th July, 2013 approving buyback by the Company of its fully paid up equity shares of ₹ 10/- each at a price not exceeding ₹ 82 per share upto an aggregate amount not exceeding ₹ 64,65,60,816/-.

At the fourteenth Annual General Meeting held on 14th November, 2014, Special Resolution was passed pertaining to :

- (i) Re-appointment of Mr. Ninad Karpe as Managing Director & CEO upto 31st January 2019.
- (ii) Waiver of excess remuneration paid to the Mr. Ninad Karpe, Managing Director & CEO of the Company of ₹ 1,97,62,492/- for the financial year ended 31st March 2014 and to waive recovery of remuneration paid to Mr. Karpe in excess of the limits prescribed under the applicable provisions for ₹ 48,60,855/- for the financial year 31st March 2014.
- (iii) Payment of commission to Non-executive directors by way of commission (over and above the payment of sitting fees) to the Directors of the Company other than the Managing and Whole-time Directors of the Company, a sum not exceeding 1% per annum of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 during the financial year 2014-15.

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

- (i) Amendment of Articles of Association of the Company to bring them in conformity with Companies Act 2013.
- (ii) Payment of commission to Non-executive directors by way of commission (over and above the payment of sitting fees) to the Directors of the Company other than the Managing and Whole-time Directors of the Company, a sum not exceeding 1% per annum of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 during the financial year 2015-16.

Means of Communication:

- Is half yearly report sent to each household of shareholders : No
- Quarterly Results - Which newspapers normally published in : Free Press Journal, Navshakti
- Any Website, where displayed : www.aptech-worldwide.com
- Whether it also displays, official news releases and Presentations made to institutional investors / analysts : Yes
- Whether MD & A is a part of Annual Report : Yes

General Shareholder Information:

AGM: Date, Time and Venue : Thursday, 27th September, 2016 at 4.00 p.m at "M C Ghia Hall", Suryodaya banquets Pvt Ltd, 18/20, 2nd floor, Bhogilal Hargovindas Building, K Dubhash Marg, Kalaghoda, Behind prince of Wales Museum, Fort, Mumbai - 400001

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, particulars of Directors seeking appointment/re-appointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on 27th September, 2016.

Financial Calendar:

A. Next Financial Year	: 1 st April 2016 to 31 st March 2017
B. First Quarter results	: to be published by 12 th August 2016
C. Second Quarter results	: to be published by 14 th November 2016
D. Third Quarter results	: to be published by 14 th February 2017
E. Results for the year ending 31 st March, 2017	: to be published by 30 th May 2017
F. Date of Book Closure	: 24 th September, 2016 to 27 th September, 2016 (Both days inclusive)
Dividend Payment Date	: Within 30 days of Annual General Meeting, if declared
Listing of Equity Shares	: The Company's equity shares are listed on the Following Stock Exchanges in India
	(i) Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
	(ii) The National Stock Exchange of India Limited, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051

The Company has paid the annual listing fees to the above Stock Exchanges for the financial year 2015-16.

Stock Code

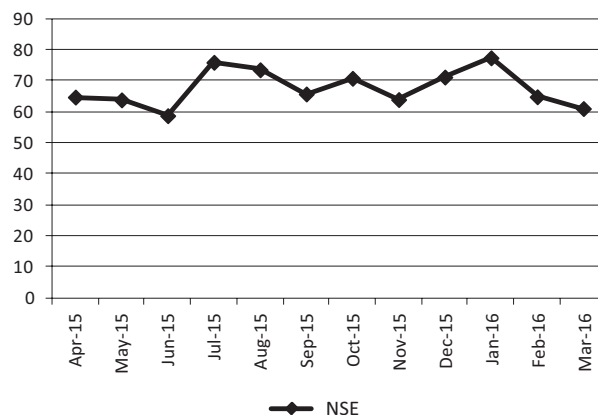
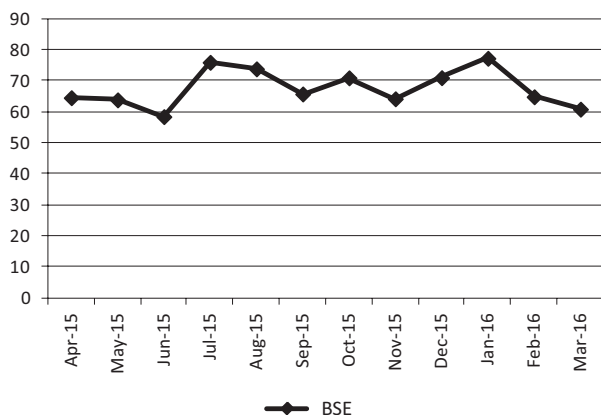
The Code for the Company's shares is as follows:

Bombay Stock Exchange Limited	: 532475
The National Stock Exchange of India Limited	: APTECHT
ISIN No. for Shares in Dematerialized Mode	: INE266F01018

Market Information:**Aptech Share Price Data:**

Month and Year	BSE Limited		The National Stock Exchange of India Limited	
	(₹)		(₹)	
	High	Low	High	Low
Apr-15	64.50	55.35	64.70	55.00
May-15	63.80	57.00	63.80	57.05
Jun-15	58.40	46.30	58.70	51.65
Jul-15	75.90	56.55	75.90	57.20
Aug-15	73.80	49.00	73.50	51.00
Sep-15	65.70	53.90	65.70	53.50
Oct-15	70.90	57.10	70.75	57.05
Nov-15	64.15	55.05	63.90	54.10
Dec-15	70.95	58.40	71.15	58.10
Jan-16	77.20	55.60	77.35	57.10
Feb-16	64.80	51.60	64.80	50.60
Mar-16	60.80	53.80	61.00	53.55

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

Stock Performance: (Indexed)

Registrar and Share Transfer Agents:

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

Karvy Computershare Pvt. Ltd.
 7th floor, 701, Hallmark Business Plaza,
 Sant Dnyaneshwar Marg, Off Bandra Kurla Complex Bandra East, Mumbai - 400 051

Share Transfer System:

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

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

Unclaimed Dividends:

The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years to the Investor Education and Protection Fund established by the Government of India.

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

Financial Year	Date of declaration	Rate of dividend per share (₹)	Due date for transfer to IEPF
2009-10 (Final Dividend)	27/09/2010	1.00	26/09/2017
2010-11 (Final Dividend)	29/07/2011	2.50	28/07/2018
2011-12 (Interim Dividend)	20/01/2012	1.50	19/01/2019
2011-12 (Final Dividend)	20/07/2012	1.50	19/07/2019
2012-13 (Interim Dividend)	22/01/2013	1.50	21/01/2020
2012-13 (Final Dividend)	30/09/2013	2.50	29/09/2020
2013-14 (Interim Dividend)	20/01/2014	2.00	19/01/2021
2013-14 (Interim Dividend)	13/05/2014	2.50	12/05/2021
2014-15 (Interim Dividend)	09/02/2015	1.50	08/02/2022
2014-15 (Interim Dividend)	29/04/2015	1.75	28/04/2022
2015-16 (Interim Dividend)	03/02/2016	1.00	02/02/2023

Distribution of Shareholding :

No. of Equity shares held	As on March 31, 2016				As on March 31, 2015			
	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of Shareholding	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of Shareholding
1-500	84031	94.13	6485172	16.25	84043	94.56	6250743	15.67
501-1000	2847	3.19	2328468	5.84	2592	2.92	2098782	5.26
1001-2000	1254	1.41	1939167	4.86	1129	1.27	1715482	4.30
2001-3000	379	0.42	977374	2.45	383	0.43	987893	2.48
3001-4000	187	0.21	676774	1.70	172	0.20	625523	1.57
4001-5000	169	0.19	809624	2.03	146	0.16	697840	1.75
5001-10000	236	0.26	1739761	4.36	241	0.27	1792289	4.49
10001 and above	171	0.19	24937220	62.51	169	0.19	25725008	64.48
TOTAL	89274	100.00	39893560	100.00	88875	100.00	39893560	100.00

Categories of shareholding :

Sr. No.	Category	As on March 31, 2016			As on March 31, 2015		
		No. of Shareholders	No. of Shares	Voting Strength	No. of Shareholders	No. of Shares	Voting Strength
1	Promoter & Promoter Group	4	18063800	45.28	6	18806936	47.14
2	Mutual Funds	7	2558	0.01	7	2558	0.01
3	Banks / Financial Institutions / Insurance Companies (Central / State Government Institutions / Non Government Institutions)	41	115172	0.29	34	119614	0.30
4	FII's	15	1325700	3.33	16	2162645	5.42
5	NRI's	2517	633663	1.59	2505	499894	1.25
6	OCBs	1	1	0.00	1	1	0.00
7	Foreign National /Financial Banks	2	450	0.00	3	550	0.00
8	Domestic Companies	1079	2914840	7.31	1181	2880500	7.22
9	GDR	1	11271	0.02	1	11271	0.03
10	Trust	2	6302	0.01	1	4802	0.01
11	Indian Public	85605	16819803	42.16	85120	15404789	38.62
	TOTAL	89274	39893560	100.00	88875	39893560	100.00

Dematerialization of Shares and liquidity:

Trading in the Equity Shares of the Company is permitted only in dematerialized form. Over 97.94% of the Company's Share Capital was dematerialized as on 31st March, 2016 .

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

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

22,542 Global Depository Receipts of erstwhile Aptech Limited (hereinafter "Old GDRs") (P.Y. 11,271) representing 11,271 underlying equity shares (2 GDR equals 1 Equity Share) of face value ₹ 10/- each are outstanding as on 31st March, 2016.

Company's Office Address:**Registered and Corporate Office:**

Aptech House, A-65, M.I.D.C., Marol,
Andheri (East), Mumbai – 400 093.

Tel.: +91-22-28272300/01

Fax: +91-22-28272399

Email: investor_relations@aptech.ac.in

Website: www.aptech-worldwide.com

AUDITORS' CERTIFICATE

To The Members of Aptech Limited

We have examined the compliance of conditions of corporate governance by Aptech Limited (the 'Company'), for the year ended on March 31, 2016, as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchanges for the period April 01, 2015 to November 30, 2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period December 01, 2015 to March 31, 2016.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement / Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
Khimji Kunverji & Co.
Chartered Accountants
ICAI Firm Registration Number: 105146W

Shivji K Vikamsey
Partner
Membership Number: 2242

Mumbai
Date: May 6, 2016

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

We, Ninad Karpe, Managing Director & CEO, and T.K. Ravishankar, CFO and Executive Vice President of Aptech Limited, hereby certify that:

- a) We have reviewed financial statements and the cash flow statements for the year ended 31st March, 2016 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016, which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies, if any.
- d) We have indicated to the Auditors and the Audit Committee :
 - (i) significant changes in internal control during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Ninad Karpe

Managing Director and Chief
Executive Officer

T. K. Ravishankar

Chief Financial Officer
and Executive Vice President

Place : Mumbai

Date : 6th May, 2016

DECLARATION BY CHIEF EXECUTIVE OFFICER (CEO)

I, Ninad Karpe, Managing Director & CEO of Aptech Limited, hereby declare that, as per the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, all the Board Members and the Senior Management Personnel of the Company have affirmed their compliances with the Aptech Code of Conduct, for the year ended 31st March, 2016 over financial reporting.

Ninad Karpe

Managing Director
and Chief Executive Officer

Place: Mumbai

Date: 6th May, 2016

INDEPENDENT AUDITOR'S REPORT

To the Members of APTECH LIMITED

Report on Consolidated Financial Statements

- 1 We have audited the accompanying Consolidated financial statements ('CFS') of APTECH LIMITED ("the Company") and its Subsidiaries, Joint Venture and an Associate (Collectively referred to as the 'Group') which comprises of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

- 2 The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these CFS that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the CFS 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 this CFS based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the CFS, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the CFS, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes

evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the CFS

- 5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Basis for Modified Opinion

- 6 Attention is drawn to Note 13.3 regarding the payment of managerial remuneration in excess of amount payable as per the provisions of the Act to the Managing Director and Whole time Director aggregating to Rs. 140.25 lakhs in F.Y. 2015-16 for which application for approval of Central Government is being made. For such excess remuneration paid to the Managing Director amounting to Rs. 146.31 lakhs in F.Y. 2014-15, the approval from Central Government is awaited.

Opinion

- 7 In our opinion and to the best of our information and according to the explanations given to us, the CFS subject to Para 6 above and read with Para 9 below give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) In the case of the Consolidated Balance sheet, of the state of affairs of the Group as at 31st March 2016,
 - (b) In case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
 - (c) In case of the Consolidated Cash Flows Statement, of the cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

- 8 As per information and explanation furnished and as required by Section 143(3) of the Act, based on the comments in the auditor's report of the company, Subsidiaries Companies and Joint Venture which are incorporated in India (hereinafter referred to as the "Covered entities"), we report to the extent applicable that :
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the CFS;
 - b. In our opinion proper books of account as required by law relating to preparation of the CFS have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the CFS;
 - d. In our opinion, the CFS comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e. On the basis of written representations received from the directors of the company as on March 31, 2016, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditor's) Rules, 2014, In our opinion and to the best of our information and according to the explanations given to us:
 - i. The impact of pending litigations has been duly disclosed in the CFS. Refer Point no.14 of Note 16B of the CFS
 - ii. The Covered entities did not have any long term contracts including derivative contracts for which there existed any foreseeable losses
 - iii. There has not been any occasion in case of the Covered entities during the year under report to transfer any sums to the Investor Education & Protection Fund.

Other Matter

- 10 Included in these CFS are Assets, revenue and net cash flows as detailed below, which have not been audited by us

(Rs. in Lakhs)

Entities	No. of Cos.	Assets	Revenue	Net Cash Flows
Subsidiaries	5	13,939.54	3,184.96	21.88
Associate	1	0.67	0	0
Joint Venture (JV)	1	1.80	0	(0.06)
Total	7	13,942.01	3,184.96	21.82

These have been audited / certified by other auditors, whose reports have been furnished to us, and in our opinion, in so far as it relates to the amounts included in respect of these Subsidiaries and an Associate, a Joint Venture, are based solely on the reports of those respective auditors. Our audit opinion is not qualified on the matter.

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

Place: Mumbai
Date: May 06, 2016

Shivji K Vikamsey
Partner (F - 2242)

ANNEXURE A

referred to in paragraph 9 (f) of Our Report of even date to the members of APTECH LIMITED on the Financial Statements of the Company for the year ended March 31, 2016

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

We have audited the internal financial controls over financial reporting of APTECH LIMITED ("the company and its Subsidiaries, Joint Venture and an Associate (Collectively referred to as the 'Group') as at March 31, 2016 in conjunction with our audit of the consolidated financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of

internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Group has an internal financial controls system over financial reporting, design whereof needs to be enhanced to make it comprehensive. Based on selective verification of process controls matrixes, made available to us towards the extreme end of the financial year under report and thereafter, in our opinion and considering the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note, the operating effectiveness of such process controls and appropriate documentation thereof needs to be strengthened to make the same commensurate with the size of the Company and nature of its business.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 5(five) Subsidiaries, an Associate and one Joint Venture, is based on the report of the respective auditors of such covered entities.

For **Khimji Kunverji & Co**

Chartered Accountants

Firm Registration No 105146W

Place: Mumbai

Date: May 06, 2016

Shivji K Vikamsey

Partner (F - 2242)

CONSOLIDATED BALANCE SHEET

as at March 31, 2016

₹ In Lakhs

Particulars	Note No.	AS AT March 31, 2016	AS AT March 31, 2015
(I) EQUITY AND LIABILITIES			
1 SHARE HOLDERS' FUNDS			
(a) Share capital	1	3,989.36	3,989.36
(b) Reserves and surplus	2	18,870.14	18,310.98
		22,859.50	22,300.34
2 NON CURRENT LIABILITIES	3		
(a) Long term borrowings		-	-
(b) Long term provisions		183.46	212.15
		183.46	212.15
3 CURRENT LIABILITIES	4		
(a) Trade payables			
(i) Micro enterprise & small enterprise		-	-
(ii) Other payables		1,175.83	974.17
(b) Other current liabilities		1,721.54	1,572.22
(c) Short term provisions		45.53	912.50
		2,942.90	3,458.89
TOTAL		<u>25,985.86</u>	<u>25,971.38</u>
(II) ASSETS			
1 NON CURRENT ASSETS			
(A) Fixed assets	5		
(a) Tangible assets		1,766.33	1,928.59
(b) Intangible assets		1,148.74	1,238.51
(c) Capital work-in-progress		0.35	0.35
(d) Intangible assets under development		348.95	210.75
		3,264.37	3,378.20
(B) Non current investments	6	11,082.05	11,082.92
(C) Long term loans and advances	7	3,732.12	3,417.41
2 CURRENT ASSETS	8		
(a) Inventories		208.27	314.87
(b) Trade receivables		4,024.70	3,364.53
(c) Cash and Cash equivalents		3,319.83	3,788.53
(d) Short term loans and advances		354.52	624.92
		7,907.32	8,092.85
TOTAL		<u>25,985.86</u>	<u>25,971.38</u>
Significant accounting policies and other notes on accounts	16		

Notes referred to above form an integral part of the Consolidated financial statements.

As per our attached report of even date.

For and on behalf of

KHIMJI KUNVERJI & CO.

Chartered Accountants

(Firm Registration No. 105146W)

For and on behalf of the Board of Directors

APTECH LIMITED

SHIVJI K VIKAMSEY

Partner

(M. No. 2242)

NINAD KARPE

Managing Director & CEO

(Din: 00030971)

C. Y. PAL

Vice Chairman

(Din: 00106536)

Place : Mumbai

Date : 6th May, 2016

T. K. RAVISHANKAR

Executive Vice President & CFO

KETAN SHAH

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2016

₹ In Lakhs

Particulars	Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
REVENUE			
Revenue from operations	9(a)	16,100.84	16,755.51
Other Operating income	9(b)	231.84	293.14
Other income	10	350.94	467.08
Total Revenue		16,683.62	17,515.73
EXPENSES			
Training and education expenses	11	6,207.65	6,176.31
Marketing and advertisement expenses	12	1,097.27	1,330.89
Employee benefits expenses	13	4,193.90	4,240.14
Administration and other expenses	14	2,827.02	2,843.03
Finance Cost	15	27.56	37.18
Depreciation and Amortisation expenses (Refer no B-15 of Point 16)	5	1,033.38	977.39
Total Expenses		15,386.78	15,604.93
PROFIT BEFORE TAX		1,296.84	1,910.79
TAX EXPENSES			
Income tax		277.52	342.49
Deferred Tax (Refer point no. B-9 of note 16)		-	-
		277.52	342.49
PROFIT AFTER TAX before share of associates		1,019.32	1,568.30
Add / (Less): Share of profit /(loss) of Associate		(2.44)	(3.57)
Profit for the Year		1,016.88	1,564.73
Earnings Per equity Share of face value ₹.10 each (Refer point no. B-7 of note 16)			
- Basic ₹		2.55	3.92
- Diluted ₹		2.55	3.92
Significant accounting policies and other notes on accounts	16		

Notes referred to above form an integral part of the Consolidated financial statements.

As per our attached report of even date.

For and on behalf of

KHIMJI KUNVERJI & CO.

Chartered Accountants

(Firm Registration No. 105146W)

For and on behalf of the Board of Directors

APTECH LIMITED**SHIVJI K VIKAMSEY**

Partner

(M. No. 2242)

NINAD KARPE

Managing Director & CEO

(Din: 00030971)

C. Y. PAL

Vice Chairman

(Din: 00106536)

Place : Mumbai

Date : 6th May, 2016**T. K. RAVISHANKAR**

Executive Vice President & CFO

KETAN SHAH

Company Secretary

CONSOLIDATED CASH FLOW STATEMENT for the year ended March 31, 2016

₹ In Lakhs

Particulars	For the year ended March, 2016	For the year ended March, 2015
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax as per Consolidated Statement of Profit & loss	1,296.84	1,910.79
Adjustments For :		
Depreciation Write back (Adjustment on Transitional Provision in Note 7(b) of schedule II of Companies Act' 2013 (Refer point no B-15 of Note 16)		(192.74)
Depreciation and Amortisation expenses	1,033.38	1,170.13
Provision for doubtful debts	193.60	214.58
Bad debts/Advances written off	21.47	7.16
Dividend Income	(1.21)	(0.81)
Finance costs	27.57	37.18
Interest income	(330.14)	(405.42)
Liabilities no longer required written back	(231.84)	(293.14)
Net Unrealised Exchange loss/(Gain)	(169.45)	(145.08)
Net (Profit) / Loss on Sale of Fixed Assets	(4.33)	(1.52)
Operating Profit Before Working Capital Changes	539.05	390.36
Adjustments for Working Capital Changes	1,835.89	2,301.14
Decrease/(Increase) in Inventory	6.59	99.51
Decrease/(Increase) in Trade Receivables	(747.52)	(119.57)
Decrease/(Increase) in Loans and Advances	(296.70)	(344.48)
Increase/(Decrease) in Current Liabilities and Provisions	662.49	99.43
Increase/(Decrease) of Foreign Currency Translation Reserve	2.25	0.58
Cash From / (used) in Operating Activities	1,463.00	2,036.62
Net Income Tax (Paid) / Refund	(21.00)	(306.49)
Net Cash From / (used) in Operating Activities (I)	1,442.00	1,730.13
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(926.88)	(1,186.64)
Sale of fixed assets	11.68	31.98
(Purchases) / Sale of Investment	(1.59)	-
Dividend received	1.21	0.81
Dividend paid (Including DDT)	(1,317.87)	(1,884.89)
Interest received	344.30	416.26
Proceeds from/(Investing in) Bank Deposits (original maturity more than three months)	517.43	543.08
Net Cash From / (used) in Investing Activities (II)	(1,371.74)	(2,079.39)

₹ In Lakhs

Particulars	For the year ended March, 2016	For the year ended March, 2015
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Financing of hedging contract	20.17	(13.45)
Finance costs	(27.57)	(37.18)
Net Cash from/ (used) in Financing Activities (III)	(7.40)	(50.63)
Net Increase /(Decrease) in Cash & Cash equivalents (I+ II+ III)	62.86	(399.89)
Cash & Cash equivalents at the beginning of the year	879.03	1,278.91
Cash & Cash equivalents at the end of the year	941.89	879.03

Notes :

- 1) Cash and Cash equivalents include cash and bank balances in current accounts and deposit accounts. (Refer Schedule no. 8 (c))
- 2) Additions to fixed assets, sale of fixed assets and loans and advances given to Subsidiaries are considered as part of investing activities.
- 3) Previous year figures have been regrouped /rearranged wherever necessary to correspond with the figures of the current year.

As per our attached report of even date.

For and on behalf of

KHIMJI KUNVERJI & CO.

Chartered Accountants

(Firm Registration No. 105146W)

For and on behalf of the Board of Directors

APTECH LIMITED**SHIVJI K VIKAMSEY**

Partner

(M. No. 2242)

NINAD KARPE

Managing Director & CEO

(Din: 00030971)

C. Y . PAL

Vice Chairman

(Din: 00106536)

Place : Mumbai

Date : 6th May, 2016**T. K. RAVISHANKAR**

Executive Vice President & CFO

KETAN SHAH

Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at March 31, 2016

NOTE 1 SHARE CAPITAL

Particulars	As at 31 st March 2016		As at 31 st March 2015	
	Number	₹ in lakhs	Number	₹ in lakhs
Authorised				
Equity Shares of ₹ 10 each	60,000,000	6,000.00	60,000,000	6,000.00
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid up	39,893,560	3,989.36	39,893,560	3,989.36
Total	39,893,560	3,989.36	39,893,560	3,989.36

The company has only one class equity share having a par value of ₹ 10/- each. Each holder of the equity share is entitle to same right in all the aspects.

Note 1.1 Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year :-

Particulars	As at 31 st March 2016		As at 31 st March 2015	
	Number	₹ in lakhs	Number	₹ in lakhs
Shares outstanding at the beginning of the year	39,893,560	3,989.36	39,893,560	3,989.36
Add :- Shares Issued during the year				
Less :- Shares cancelled on buy back of Equity Shares				
Shares outstanding at the end of the year	39,893,560	3,989.36	39,893,560	3,989.36

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

Name of the Shareholder	As at 31 st March 2016		As at 31 st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RARE EQUITY PVT. LTD.	8,443,472	21.17%	9,933,496	24.90%
RAKESH JHUNJHUNWALA	4,319,100	10.83%	4,319,100	10.83%
REKHA JHUNJHUNWALA	4,046,001	10.14%	2,555,977	6.41%

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

Particulars	Year (Aggregate No. of Shares)				
	2015-16	2014-15	2013-14	2012-13	2011-12
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash					
Fully paid up by way of bonus shares					
Shares were bought back and extinguished			8,897,861		

Note 1.4 Out of the shares outstanding as per 1.1 above, 11,271 Equity Shares (Previous year 11,271) of ₹ 10 each fully paid up are represented by 22,542 (Previous year 22,542) Global Depository Receipts (GDRs) of USD 7.175 each.

NOTE 2 RESERVES AND SURPLUS

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
a. Capital Redemption Reserve		
Balance as at beginning and closing of the year	1,774.59	1,774.59
Closing Balance	1,774.59	1,774.59
b. Securities Premium Account		
Balance as at beginning and closing of the year	8,977.20	8,977.20
Closing Balance	8,977.20	8,977.20
c. Cash Flow Hedging Reserve		
As per last Balance sheet	(13.45)	-
Add : Current Year Transfer	20.16	(13.45)
Closing Balance	6.71	(13.45)
d. General Reserve		
As per last Balance sheet	624.98	748.93
less : Adjustment on Transitional provision in Note 7(b) of schedule II of Companies Act, 2013 (Refer point no B-15 of note 16)	-	123.95
Closing Balance	624.98	624.98
e. Foreign Currency Translation Reserve		
As per last Balance sheet	(1.92)	(4.82)
Add : Addition during the year	2.25	2.90
Closing Balance	0.33	(1.92)
f. Surplus in Statement of Profit and loss		
As per last Balance sheet	6,949.60	7,009.43
Add : Net Profit for the current year	1,016.88	1,564.73
Less : 2 nd Interim Dividends ***	-	698.14
Less : Corporate Tax on Interim Dividend	-	139.59
Less : 1 st Interim Dividends ***	398.94	598.40
Less : Corporate Tax on Interim Dividend	81.21	119.65
less : Adjustment on Transitional provision in Note 7(b) of schedule II of Companies Act, 2013 (Refer point no B-15 of note 16)	-	68.79
Closing Balance	7,486.33	6,949.60
Total	18,870.14	18,310.98

*** The Board of Directors have declared & paid Interim dividend of ₹ 1.00 per equity share for the financial year 2015-16 on Face value of ₹ 10 (In previous year total dividend paid was ₹ 3.25 per share).

NOTE 3 NON CURRENT LIABILITIES

Note 3 (a) Long Term Borrowings

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Secured Loans		
Non fund based limit facility from bankers	-	-
	-	-
Non fund based limit facility from banks are secured as under :		
a) Non fund based limit aggregating ₹ 500 lakhs from Union Bank of India are secured by equitable mortgage by deposit of title deeds of the Company's immovable properties situated at Pune and Mumbai.		
b) Non fund based limit aggregating ₹ 2.95 lakhs from YES Bank & Andhra Bank secured by way of lien on fixed deposits at the time of utilisation of facility.		
c) Non fund based limit aggregating ₹ 11 lakhs from Axis Bank secured by way of lien on fixed deposits at the time of utilisation of facility.		

Note 3 (b) Long Term Provisions

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Provision for employee benefits :-		
Gratuity (Funded)	-	-
Leave Encashment (Unfunded)	183.46	212.15
(Refer point no. B-8 of note 16)		
Total	183.46	212.15

NOTE 4 CURRENT LIABILITIES

Note 4 (a) Trade Payables

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Unsecured		
(i) Micro enterprise & small enterprise *		
(ii) Others payables (Refer point B-11 of note 16)	1,175.83	974.17
* There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31 st March, 2016, and no interest payment made during the year to any Micro, Small and Medium Enterprises. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.		
Total	1,175.83	974.17

Note 4 (b) Other Current Liabilities

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
(a) Advance received from Customers / Students	3.12	103.38
(b) Unclaimed dividends	164.92	143.96
(c) Sundry creditors for capital assets (Refer point B-11 of note 16)	65.96	38.80
(d) Provisions for expenses	851.62	682.98
(e) Other payables :-		
Statutory Dues	250.14	276.91
Others liabilities	227.20	177.56
Franchisee /Caution deposits	158.58	148.63
Total	1,721.54	1,572.22

Note 4 (c) Short Term Provisions

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
(a) Provision for employee benefits :-		
Gratuity (Funded)	-	34.27
Leave encashment (Unfunded) (Refer point no. B-8 of note 16)	45.53	40.50
(b) Others :-		
Proposed/ Interim Dividend on Equity Shares	-	698.14
Provision for tax on Proposed/ Interim Dividend	-	139.59
The Board of Directors have declared & paid Interim dividend of ₹ 1.00 per equity share for the financial year 2015-16 on Face value of ₹ 10 (In previous year total dividend paid was ₹ 3.25 per share).		
Total	45.53	912.50

₹ in lakhs

Particulars	Tangible Assets							Intangible Assets			Total	
	Freehold land	Buildings	Leasehold Improvements	Computer Hardware	Furniture and Fixtures	Vehicles	Office equipment	Electrical fittings	Goodwill	Computer Software		Courseware
Gross Block												
As at 01 st April 2014	262.15	1,170.56	182.68	1,547.10	728.29	74.41	445.75	235.74	1,054.41	2,395.07	6,073.88	14,170.04
Additions	-	14.49	-	154.33	82.04	89.97	22.26	11.17	-	155.17	590.92	1,120.35
Deletions	-	-	29.67	60.08	105.86	20.79	84.17	59.69	-	6.93	-	367.19
As at 31 st March 2015	262.15	1,185.05	153.01	1,641.35	704.47	143.59	383.84	187.22	1,054.41	2,543.31	6,664.80	14,923.20
Additions		3.05	1.04	55.87	92.90	-	20.45	7.91	-	58.74	548.76	788.72
Deletions				38.20	45.11	37.15	22.57	18.82		0.20		162.05
As at 31 st March 2016	262.15	1,188.10	154.05	1,659.02	752.26	106.44	381.72	176.31	1,054.41	2,601.85	7,213.56	15,549.87
Accumulated Depreciation												
As at 01 st April 2014	-	226.51	175.40	1,253.70	486.80	55.61	171.41	106.22	1,031.00	2,221.23	5,193.31	10,921.17
For the year	-	23.93	6.19	195.05	79.99	14.12	51.13	26.94	10.17	125.67	444.20	977.39
Deletions	-		29.67	49.15	105.30	12.53	80.11	56.88		1.55	-	335.21
Adjustment on Transitional Provision in note 7(b) of schedule II of Companies Act'2013 (Refer point no B-15 of Note 16					14.32		171.53	6.89				192.74
As at 31 st March 2015	-	250.44	151.92	1,399.60	475.81	57.20	313.96	83.17	1,041.17	2,345.35	5,637.51	11,756.11
For the year	-	24.55	1.57	155.72	89.57	12.92	30.08	21.71	10.20	114.06	573.00	1,033.38
Deletions	-			38.07	42.11	37.15	21.68	15.48		0.20		154.69
As at 31 st March 2016	-	274.99	153.49	1,517.25	523.27	32.97	322.36	89.40	1,051.37	2,459.21	6,210.51	12,634.80
Capital Work in Progress												0.35
Intangible assets under development												348.95
Net Block as at 31 st March 2016	262.15	913.12	0.56	141.77	228.99	73.47	59.36	86.91	3.04	142.63	1,003.05	3,264.37
Capital Work in Progress												0.35
Intangible assets under development												210.75
Net Block as at 31 st March 2015	262.15	934.61	1.09	241.75	228.66	86.39	69.88	104.05	13.24	197.96	1,027.29	3,378.20

1 The transfer of asset from one Company to another Company within Group is effected to Gross Block & accumulated depreciation.

2 Opening accumulated depreciation includes Impairment on the above assets for the earlier years if any.

NOTE 6 NON - CURRENT INVESTMENTS

Investments valued at cost, except otherwise stated

₹ In Lakhs

	Face Value of share	As at March 2016		As at March 2015	
		No. of Shares/units	Amount in ₹	No. of Shares/units	Amount in ₹
A. Investments in Equity Instruments (Unquoted) :-					
Associate					
Aptech Philippines Inc, Philippines	1 Peso	3,420,800	1.85	3,420,800	3.11
Less:- Share of loss of associate (Net)			1.19		1.25
Net share in equity			0.66		1.85
Others					
Synteo S.A. Polland JV	0.20 PLN	350,000	265.24	350,000	265.24
Handy Training Technologies	₹ 10	2,500	0.25	-	-
Beijing Jadebird IT education Company (BJBC) (refer note below)	0.000125 US\$	55,684,931	10,813.21	55,684,931	10,813.21
Sub total (A)			11,079.36		11,080.31
B. Investments in Mutual Funds (Quoted)					
LIC Nomura MF Income Plus Fund	10.10	22,621	2.28	21,735	2.20
Sub total (B)			2.28		2.20
C. Investments in Mutual Funds (Quoted)					
New India Co-operative Bank Limited	₹ 10	4,100	0.41	4,100	0.41
Sub total (C)			0.41		0.41
Total Non Current Investment (A + B + C)			11,082.05		11,082.92

Note: The CFS of Aptech Ventures Limited (AVL) includes Financial Statements of its wholly owned and controlled subsidiary Aptech Investment Enhancers Limited (AIEL). The AIEL has acquired 19.50% as a long term investment and 2.91% as a short term investment, to be offloaded on the IPO listing as per the definitive agreement signed in March 2009 in BJB Career Education Company Limited (Investee Company) in which the holding is 22.41%. Although the Group has a Board representation, considering its non participation in the financial and operational decision making process, management is of the considered view that there is little influence in the investee company's decision making process and therefore considers this investment as merely strategic and cannot be termed as an "Associate" in term of provisions of Accounting Standard 23 – "Accounting for Investment in Associates in Consolidated Financial Statements" (AS 23), for the purpose of being reflected, as such, in the books of accounts. Accordingly, the investment made in the Investee Company has been reflected as an investment at the acquisition cost in term of provisions of Accounting Standard 13 – "Accounting for Investment" (AS 13).

NOTE 7 LONG TERM LOANS AND ADVANCES

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
a. Capital Advances		
Unsecured, considered good (Refer Point no B-11 of note 16)	5.80	1.18
	5.80	1.18
b. Security Deposits		
Unsecured, considered good	439.53	439.52
	439.53	439.52
c. Loans and advances to related parties		
Unsecured, considered good *	1,302.78	1,138.35
	1,302.78	1,138.35
d. Other loans and advances		
Advance Tax (Net of Provision for Tax ₹ 3,814.86 lakhs (₹ 3,537.86 lakhs) [inclusive of MAT credit ₹ 1,354.83 lakhs (PY ₹ 1,354.83 lakhs)])	1,928.38	1,802.48
Prepaid expenses	18.44	12.38
Loans and advances to employees	37.19	23.50
	1,984.01	1,838.36
Total	3,732.12	3,417.41

* In 2007, the Company and Asian Institute of Communication & Research (AICAR) had formed a strategic alliance to create a premier educational institute of world-class quality. The AICAR Business School is a world-class Residential Institute offering Graduate Students and Corporate the opportunity to enhance skills in the research and development of management and communication practices of a standard unparalleled in most other institutes.

The Company has advanced of ₹ 1,302.78 lakhs inclusive of interest (Previous Year ₹ 1,138.35 lakhs) to AICAR.

NOTE 8 CURRENT ASSETS

Note 8(a) Inventories

₹ in lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
a. Work-in-progress (Valued at lower of cost or net realisable value)		
Film under production	280.26	280.26
Less : Dimunition on sale value of Film Stock	200.00	100.00
	80.26	180.26
b. Finished goods		
Education and Training course materials	128.01	134.61
Total	208.27	314.87

Note 8(b) Trade Receivables

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Due for period less than six months from the due date of payment *		
Unsecured, considered good	2,769.76	2,533.93
	2,769.76	2,533.93
Due for period exceeding Six months from the due date of payment *		
Unsecured, considered good	1,254.94	830.60
Unsecured, considered doubtful	288.56	187.81
Less: Provision for doubtful debts	288.56	187.81
	1,254.94	830.60
Total	4,024.70	3,364.53

* Refer point no B-11 of note 16

Note 8(c) Cash and cash equivalents

₹ in lakhs

Particulars	As at 31 st March 2016		As at 31 st March 2015	
a. Cash and cash equivalents :-				
i. Cash on hand		0.67		3.47
ii. Balance with banks :-				
EEFC Accounts	40.19		121.41	
Bank deposits (with original maturity less than three months)	333.00		419.00	
Current Accounts	568.03	941.22	335.15	875.56
		941.89		879.03
b. Other Bank balances :-				
Bank deposits *(with original maturity more than three months but within twelve months)	2,157.30		2,713.68	
Interest accrued but not received	37.72		51.86	
Earmarked Balances (Unclaimed dividend accounts)	164.92	2,377.94	143.96	2,909.50
Total		3,319.83		3,788.53

* Bank deposits as of March 31, 2016 and March 31, 2015 include restricted balances of ₹ 734.81 lakhs and ₹ 133.20 lakhs respectively. The restriction are primarily on account of cash and bank balances held as margin money deposits against guarantees and overdraft facility.

Note 8(d) Short-term loans and advances

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Prepaid expenses	101.80	99.40
Advances to Gratuity fund (Refer Point B-8(A) of note 16)	3.63	-
Other current assets	221.72	506.88
Loans and advances to employees	27.37	18.64
Total	354.52	624.92

Note 9(a) Revenue from Operations

₹ in lakhs

Particulars	2015-16	2014-15
Training and Education Income	13,829.46	14,200.67
Income from Testing Services Operations	2,271.38	2,554.84
Total	16,100.84	16,755.51

Note 9(b) Other Operating Income

₹ in lakhs

Particulars	2015-16	2014-15
Liabilities No Longer Required Written Back	231.84	293.14
Total	231.84	293.14

Note 10 Other Income

₹ in lakhs

Particulars	2015-16	2014-15
Interest Income	330.14	405.42
Exchange Rate Gain (Net)	14.86	53.44
Net gain on sale of assets	4.33	1.52
Other non-operating income	1.61	6.70
Total	350.94	467.08

Note 11 Training and Education Expenses

₹ in lakhs

Particulars	2015-16	2014-15
Education, Training Expenses and Course Materials	588.80	844.41
Course Execution Charges	5,618.85	5,331.90
Total	6,207.65	6,176.31

Note 12 Marketing and Advertisement Expenses

₹ in lakhs

Particulars	2015-16	2014-15
Advertisement expenses	1,089.63	1,309.68
Other marketing expenses	7.64	21.21
Total	1,097.27	1,330.89

Note 13 Employee Benefits Expenses

₹ in lakhs

Particulars	2015-16	2014-15
Salaries and other allowances (Refer note 13.1 below)	3,771.75	3,810.41
Contribution to Provident and other Funds (Refer note 13.1 below)	257.54	247.36
Gratuity fund contributions (Refer point B-8 of note 16)	81.35	89.26
Staff welfare expenses	83.26	93.11
Total	4,193.90	4,240.14

Note 13.1 Managerial Remuneration:

Managerial remuneration to Managing Director ('MD') and Executive Director ('ED') under Section 198 of the Companies Act, 2013:

₹ in lakhs

Particulars	2015-16	2014-15
Salaries and Allowances	289.47	337.47
Contribution to Provident and other funds	16.40	15.68
Total	305.87	353.15

Note 13.2 As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors are not included above.

Note 13.3 The Company has already made application to the Central Government, seeking their approval to waive excess remuneration paid to the Managing Director for ₹ 146.31 lakhs for the year ended 31st March'2015, approvals for which is awaited. Application to Central Government seeking waiver of excess remuneration of ₹ 140.25 lakhs paid to the Managing Director & whole time Director for the year ended 31st March, 2016 is being made.

Note 14 Administration and other expenses

₹ in lakhs

Particulars	2015-16	2014-15
Rent	721.47	721.53
Rates And Taxes	29.81	41.52
Travelling And Conveyance Expenses	484.47	550.84
Electricity Charges	133.54	161.48
Communication Expenses	187.95	175.16
Repairs And Maintenance :-		
Buildings	1.06	7.82
Plant & Machinery	49.64	44.49
Others	93.30	107.20
Insurance Premium	4.40	5.44
Legal And Professional Charges	192.19	153.64
Provision For Doubtful Debts	193.60	214.58
Bad Debts/Advances written Off	21.47	7.16
Audit Fees (Refer note 14.1 below)	54.36	46.22
Safety And Security	179.68	167.54
Printing and Stationery	51.24	57.30
Stamp duty charges	3.80	-
Bank Charges	36.15	48.18
Director's Commission provided (Refer note 14.2 below)	16.50	21.30
Director's Sitting Fees	19.40	18.60
Service tax Expenses	110.04	66.69
Miscellaneous Expenses	242.95	226.34
Total	2,827.02	2,843.03

14.1 Payments to the auditor as

₹ in lakhs

Particulars	2015-16	2014-15
Audit Fees	31.32	24.10
Tax Audit Fees	7.50	7.50
Limited Review	10.65	10.65
Certification/ Other Fees:	-	-
Tax advisory	-	1.20
Company Law Matters	1.08	1.15
Others Services	2.15	-
Reimbursement of expenses	1.66	1.62
Total	54.36	46.22

14.2 Directors' commission provided

₹ in lakhs

Particulars	2015-16	2014-15
Directors' commission calculated @ 1% as per section 198 of Companies Act, 2013	16.56	21.54
Directors' commission proposed by the Board and provided for	16.50	21.30
Commission payable to non-whole-time director for financial year 2015-16 @ 1% of net profit computed in accordance with section 198 of the Companies Act, 2013.		

14.3 Administration and other expenses are net of recoveries.

Note 15 Finance Costs

₹ in lakhs

Particulars	2015-16	2014-15
Interest expense:-		
Cash credit and others	27.27	37.07
Commitment & Finance Charges	0.29	0.11
Total	27.56	37.18

Note "16"

A. Significant Accounting Policies:

(a) Accounting Convention

The Consolidated Financial Statements (CFS) comprises the financial statement of Aptech Limited, ("the Company") and its Subsidiaries, Joint Ventures and Associate (hereinafter collectively referred to as the "Aptech Group". The CFS of the Group have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis in compliance with all material aspects of the Accounting Standards (AS) notified under section 133 of the Companies Act, 2013 ('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year, unless otherwise mentioned in the notes.

Based on the nature of products/ services and their realization in cash and cash equivalents, the Aptech Group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities, in terms of Revised Schedule III to the Act.

(b) Accounting Estimates/Assumptions

The preparation of Consolidated Financial Statements in conformity with Indian GAAP requires the Management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure relating to the contingent liabilities as at the date of the financial statements and the results of operations during the reporting year end. Although, these estimates/assumptions are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(c) Principles of consolidation

- i) The financial statements of the Aptech Limited and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and transactions as per Accounting Standard (AS) 21 "Consolidated Financial Statements".
- ii) Interests in Joint controlled entities, where the Company is direct venture, are accounted using the proportionate consolidation method as per AS 27 – "Financial Reporting of Interests in Joint Ventures".
- iii) The CFS include the share of profit / loss of associate companies, which are accounted under the 'Equity method' in accordance with AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements" as per which the share of profit of the associate company has been added to the cost of investment. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.
- iv) The excess/deficit of cost to the Company of its investment in subsidiary companies over its share of the net worth in the consolidated entities at the respective dates on which the investment in such entities are made is recognised in the CFS as goodwill/capital reserve.
- v) The CFS are prepared by using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible, are made in the CFS and are presented in the same manner as the Company's separate financial statements except otherwise stated elsewhere in this schedule. However, since certain subsidiaries/joint ventures which function in a different countries and have different regulatory environment, certain accounting policies differ in accordance with GAAP of the respective countries.
- vi) Translation of foreign subsidiary is done in accordance with AS – 11 (Revised) "The Effects of Changes in Foreign Exchange Rates". In case of foreign subsidiaries and joint ventures the financial statements have been translated into Indian rupees. The Assets and liabilities which are non integral have been translated at closing rate. The income and expenditure items have been translated at the average rate for the year. Resulting Exchange difference are accumulated in the foreign currency translation reserve account until the disposal of the investment.
- vii) In case of foreign subsidiaries which are integral the foreign exchange transaction is recorded at the rate of exchange prevailing on the date of transaction. Current assets and liabilities are translated at the year-end closing rates. The resulting exchange gain/loss is reflected in the statement of profit and loss.
- viii) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the group in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments.
- ix) The list of entities included in CFS is mentioned in point B.1 of note 16

(d) 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 Amortisation.

(e) Depreciation and Amortisation

Depreciation on fixed assets is provided on useful life of the Assets in the manner specified in the Schedule II of the Act except,

- a) Certain items of plant and machinery (including computers) installed at and used in institutional projects, which are depreciated over the number of years till the completion of the period of the contract when the assets are transferred to those parties.
- b) Vehicles purchased under the "Own Your Car" (OYC) scheme for the employees, which are depreciated over the period of the scheme.
- c) Goodwill arising on acquisition of business unit is amortized over a period of ten years.
- d) Depreciation on Fixed Assest are provided at the following rates based on estimated useful life as per Schedule II of the Act.

Office Premises	60 years
Furniture & fixtures	5 years
Computers Hardware, Software & Courseware	3 years
Office Equipment	5 years
Electrical Equipments	10 years

- e) Depreciation on furniture & fixtures, which are installed at leasehold premises, are amortized over lease period
- f) Depreciation on the fixed assets added / disposed off / discarded during the year has been provided on pro-rata basis with reference to the date of addition / disposition / discarding.

- g) Assets purchased during the year whose acquisition cost is ₹ 5000 or less are depreciated fully in the month of purchase.
- h) The method / rates of depreciation which are different other than above, followed by any entities, if any, are disclosed by way of notes to accounts.
- i) Depreciation on furniture & fixtures, which are installed at leasehold premises, are amortized over lease period and any Capital Expenditure incurred on Building taken on lease is amortized over the period of lease

(f) Impairment of Fixed Assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. 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 Statement of profit and loss in the year, in which an asset is identified as impaired. When there is indication that an impairment loss recognised for an assets earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

(g) Borrowing Costs

Borrowing costs attributable to acquisition or construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such asset is ready for its intended use.

All other borrowing costs are charged to Statement of profit and loss in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(h) 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 Statement of profit and loss. 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.

Any Premium/discount arising at the inception of a forward exchange contract is recognized as income/expenses over the life of the contracts, except where the contract is designated as a cash flow hedge. Profit/Loss on cancellation/renewal of forward exchange contract is recognized as income/expense for the year.

(i) Investments

Investments are classified into Current & Long – term 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 or fair value, determined by category of investment.

Long Term Investments are stated at cost after deducting provision, if any, for diminution in value considered being other than temporary in nature.

(j) Inventories

Inventory is valued at cost or net realizable value whichever is lower.

Inventory containing self developed animation films are capitalized. Cost comprise of attributable direct cost & overheads. Cost incurred on the projects which are not completed is inventorised to the extent work is completed or is to be exploited for commercial purpose. Cost is determined on a weighted Average basis.

(k) Derivative instruments and hedge accounting

The company has started hedging its risk of foreign currency fluctuations relating to receivables of highly probable forecast transactions pertaining to franchise income by entering into Exchange Traded Futures (ETF’s). In accordance with Company’s risk mitigating policy, it has designated these ETF’s as cash flow hedge by early application of the recognition and measurement principles set out in the Accounting Standard (As30) “Financial Instrument- Recognition and Measurement” (AS-30) to these transactions. Accordingly, changes in the fair value of these ETF’s designated as effective hedges for the future cash flows are recognised directly in shareholder’s funds and ineffective portion thereof is recognised directly in the ‘ Statement of profit and loss’. The Group designates these hedging instruments as cash flow hedge applying the recognition and measurement principles set out in the AS -30.

As per the ICAI Announcement, accounting for derivative contracts, other than those covered under AS-11, are marked to market on a portfolio basis, and the net loss after considering the offsetting effect on the underlying hedge item is charged to the statement of profit and loss. Net gains are ignored.

(l) Government Grants

Government Grants are recognized when there is reasonable assurance that the Group will comply with the condition attaching to them and the grants will be received. Revenue grants are recognized in the Statement of profit and loss. Capital grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets. Other capital grants are credited to capital reserve.

(m) Revenue Recognition

Revenue in respect of Training and Education services is recognised on rendering of services, only when it is reasonably certain that the ultimate collection will be made. The revenue from fixed time contracts is recognized over the period of contracts or as per terms of the contract. For services rendered through franchisees only the company's share of revenue is recognized as per the terms of the contract. For the centres owned by the Company, the income is recognised over the period of provision of services to the students.

Income from training courses (including share of Franchisee Operation) is accounted on accrual basis. Franchisee (including master franchisee) share of fees are booked as expense. Income from student fees is accounted over the tenure of course.

Revenue is recognized when significant risks & rewards of the goods & services have been transferred to the buyer and when it is probable that the economic benefits flows to the Company and revenue can be reliably measured .

Revenue in respect of sale of Education course materials is recognised on delivery of the course materials to the customers. Revenue on Self Developed Intellectual Property is recognised in the financial year in which the Intellectual Property is commercially exploited. Revenue from event vouchers sales are recognized when the vouchers are redeemed and Services are rendered to the customers.

Dividend from investments is recognised in the Statement of Profit and Loss, when the right to receive payment is established

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

(n) Retirement Benefits**i. Defined Contribution plan**

The Group makes defined contribution to Government Employee Provident Fund, Government Employee Pension Fund, Employee Deposit Linked Insurance, ESI and Superannuation Schemes fund contribution to defined contribution retirement benefits plans for qualifying employees. Under the schemes, the Group are required to contribute a specified percentage of the payroll costs to fund the benefits. Defined contribution benefits are recognized as an expense at the undisclosed amount in the statement of profit and loss of the year in which the related service is rendered.

ii. Defined benefit plan

The company's liabilities under Payment of Gratuity Act (funded) and long term compensated absences are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method except for short term compensated absences, which are provided on estimates. Actuarial gain & losses are recognized immediately in the Statement of profit & loss account as income or expenses. Obligation is measured at the present value of estimated future cash flows using the discounted rate that is determined by reference to market yields at the balance sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

(o) Employees Stock Option Plan (ESOP)

In respect of the stock option granted to employees pursuant to the Company's stock option schemes, accounting is done as per the intrinsic value method permitting by the SEBI guideline, 1999 and the Guidance Note on Share Based Payment issued by the ICAI, whereby the intrinsic value of the option is recognized as deferred employee compensation. The deferred employee compensation is charged to Statement of profit & loss account on straight line basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation expense, to the extent of the amortized portion of value of lapsed portion. The costs incurred on account of ESOP granted to employees of subsidiary companies are recovered from the subsidiaries.

(p) Income Tax

- i) Tax expense comprises of current tax and deferred tax.
- ii) 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.
- iii) The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet Date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.
- iv) The Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. Deferred tax assets in case of China operations are recognised at appropriate tax rates based on reasonable certainty.

At each balance sheet date the Companies in the Group re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Companies in the Group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

- v) Minimum alternative tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustments of future income tax liability, is considered as an asset if there is convincing evidences that the group will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that the future economic benefits associated with it will flow to the Group and the asset can be measured reliably.

(q) Earnings 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.

(r) 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 statement of profit and loss on a straight-line basis.

(s) Cash and Cash Equivalents

Cash and Cash Equivalents for the purpose of cash flow statement comprise cash on hand and cash at bank including fixed deposit with original maturity period of less than three months and short term highly liquid investments with an original maturity of three months or less.

(t) Segment Reporting Policies

i) Identification of segments

The Group's has disclosed Business Segment as the primary segment. Segments have been identified taking into account the nature of the products and services provided, the differing risks and returns, the organization structure and internal reporting system.

The Group's has identified geographical markets as the secondary segments. Geographical revenues are allocated based on the location of the customer. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

ii) Inter segment Transfers

The Group generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

iii) Allocation of Income and expenses

Income and expenses directly attributable to segments are reported under each reportable segment. Common expenses which are not directly identifiable to each reporting segment have been allocated to each reporting segment on the basis of relative contribution of each segment to the total common costs.

All other income and expenses which are not attributable or allocable to segments have been disclosed as unallocable items.

iv) Allocation of Assets and liabilities

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

(u) Provisions, Contingent Liabilities and Contingent Assets

- i) 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.
- ii) 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.
- iii) 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.
- iv) Contingent liabilities are possible but not probable obligations as on the balance sheet date, based on the available evidence.
- v) Department appeals, in respect of cases won by the company, are also considered as contingent Liabilities.
- vi) Contingent Assets are neither recognised, nor disclosed in the financial statements.
- vii) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

B) OTHER NOTES ON ACCOUNTS

- 1) The names of Subsidiary Companies and Joint Venture, which are included in the consolidation and the Company's holdings therein are as under:

Name of the Company	Country of Incorporation	Ownership Interest as on March 31 st , 2016	Ownership Interest as on March 31 st , 2015
Subsidiaries			
Aptech Training Limited FZE	UAE	100%	100%
Aptech Worldwide Corporation, USA	USA	100%	100%
Attest Testing Services Limited	India	100%	100%
AGLSM SDN.BHD	Malaysia	100%	100%
Maya Entertainment Limited (erstwhile Avalon Aviation Academy Private Limited w.e.f 1 st April'13 (Refer Point no B-2 of Note 16)	India	100%	100%
Aptech Ventures Limited	Mauritius	100%	100%
Aptech Investment Enhancers Limited (Subsidiary of Aptech Ventures Limited)	Mauritius	100%	100%
Aptech Global Investment Limited (Subsidiary of Aptech Training Limited FZE)	Mauritius	100%	100%
Limited Liability Partnership - LLP			
Aptech Hungama Digital Learning LLP	India	50%	50%
Associate / Joint Venture / Others			
Aptech Philippines Incorporation	Philippines	40%	40%

2. In accordance with the Scheme of Amalgamation ('the Scheme') of Maya Entertainment limited ('MEL') (a wholly owned subsidiary) with Avalon Aviation Academy Private Limited ('AAA') (Another Wholly Owned Subsidiary) was approved by Hon'ble High Court of Mumbai on 5th September 2014. The Scheme had become operational on 23rd September'2014 on filling of requisite forms with the Registrar of Companies with effect from appointed date .On and from effective date of the Scheme, Maya Entertainment Limited ceased to exist. Name of Avalon Aviation Academy Private limited, thereupon was changed to Maya Entertainment limited effective from 21st October'2014.
3. Contingent Liabilities and capital Commitment:

₹ In lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	146.77	142.80
(b) In respect of tax matters	182.37	854.58
	329.14	997.38
(ii) Capital Commitments and Guarantees		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	351.92	276.06
(b) Counter guarantees to bank for projects	176.38	196.33
	528.30	472.39
Total	857.44	1,469.28

4. In accordance with Accounting Standard (AS) 11 "The Effects of Changes in Foreign Exchange Rates" AGLSM SDN.BHD, Malaysia, Aptech Venture Limited (AVL), Aptech Investment Enhancers Limited (AIEL), Aptech Global Investment Limited (AGI), (located in Mauritius) is considered as integral operation.
5. The Company does not recognise MAT credit entitlement, on account of prudence from financial year 2012-13.

6. Related Party Disclosures:

a) Names of related parties and description of relation:

- i) Key Management Personnel : Mr.Ninad Karpe (CEO and Managing Director)
: Mr. Anuj Kacker (Whole Time Director)
- ii) Relatives of Key Management Personnel : Mrs. Anjali Karpe (Wife of Mr. Ninad Karpe)
- iii) Other related party : Asian Institute of Communication & Research.

b) Transactions with related parties:

₹ In lakhs

Nature of Transactions	Key Management Personnel	Relatives of key Management personnel	Other related party	Total
Expenses (Remuneration)	305.87			305.87
(Previous year)	(353.15)			(353.15)
Training & Education expenses		8.00		
(Previous year)		(Nil)		
Loans & advances	25.00		164.42	
(Previous year)	(Nil)		(193.46)	

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

c) Out of the above items transactions with in excess of 10% of the total related party transactions are as under:

₹ In lakhs

Transaction	Relationship	2015-16	2014-15
Managerial Remuneration			
Mr. Ninad Karpe	Key Management Personnel	213.49	254.01
Mr. Anuj Kacker		92.38	99.14
Loans & advances	Key Management Personnel		
Mr. Anuj Kacker		25.00	-
Asian Institute of Communication & Research	Other related party	164.42	193.46
Training & Education expenses	Relatives of key Management personnel		
Mrs. Anjali Karpe		8.00	-

7. Earnings per Share:

Particulars	2015-16	2014-15
Profit/ (loss) after tax attributable to Shareholders (₹ in lakhs) (A)	1,016.88	1,564.75
Weighted average number of equity shares outstanding during the year :-		
Basic and diluted (No. of Shares) (B)	39,893,560	39,893,560
Nominal value of equity shares (₹)	10/-	10/-
Basic / diluted EPS (₹) (A/B)	2.55	3.92

8. Retirement Benefits**A) Defined benefit plan****The amount recognized in the balance sheet in respect of the gratuity:**

₹ In lakhs

Particulars	2015-16	2014-15
Present value of the defined benefit obligation at the end of the year	565.71	501.98
Fair value of the plan assets	(569.34)	(467.71)
Net Liability / (Assets)	(3.63)	34.27

The amount recognized in salary and employee benefits in the statement of profit & loss as follows in respect of the gratuity:

₹ In lakhs

Particulars	2015-16	2014-15
Current Service Cost	52.98	47.11
Interest on defined benefit obligation	39.66	39.33
Expected return on plan assets	(36.95)	(38.99)
Net actuarial (Gain)/ Loss on plan Assets	25.40	41.80
Net Gratuity Cost	81.09	89.26

Actual Return on plan assets:

₹ In lakhs

Particulars	2015-16	2014-15
Expected Return on plan assets	36.95	38.99
Actuarial Gain / (Loss) on plan assets	3.41	5.69
Actual return on plan assets	40.36	44.68

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

₹ In lakhs

Particulars	2015-16	2014-15
Opening defined benefit obligation	501.98	437.03
Current Service Cost	39.66	47.11
Interest cost	52.98	39.33
Actuarial (Gain)/ Loss	28.82	47.49
Benefit Paid	(57.73)	(68.99)
Closing defined benefit obligation	565.71	501.98

Change in fair value plan assets :

₹ In lakhs

Particulars	2015-16	2014-15
Fair value of the plan assets at the beginning of the year	467.71	472.02
Expected return on plan assets for the year	36.95	38.99
Contributions during the year	119.00	20.00
Benefits paid during the year	(57.73)	(68.99)
Actuarial Gain / (Loss) on plan assets	3.41	5.69
Fair value of the plan assets at the end of the year	569.34	467.71

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.

The amount recognized in the balance sheet in respect of the Leave Encashment:

₹ In lakhs

Particulars	2015-16	2014-15
Present value of the defined benefit obligation at the end of the year	228.98	252.66
Fair value of the plan assets	-	-
Net Liability / (Assets)	228.98	252.66
Current Liability	45.53	40.50
Non- Current Liability	183.46	212.15

The amount recognized in salary and employee benefits in the statement of profit & loss as follows in respect of the leave encashment/ compensated cost:

₹ In lakhs

Particulars	2015-16	2014-15
Current Service Cost	20.83	20.06
Interest on defined benefit obligation	19.96	21.38
Expected return on plan assets	-	-
Net actuarial (Gain)/ Loss on plan Assets	(26.25)	19.58
Net Compensated absences / Leave encashment Cost	14.53	61.02

Reconciliation of present value of the obligation :

₹ In lakhs

Particulars	2015-16	2014-15
Opening defined benefit obligation	252.66	237.56
Current Service Cost	20.83	20.06
Interest cost	19.96	21.38
Actuarial (Gain)/ Loss	(26.25)	19.58
Benefit Paid	(38.21)	(45.93)
Closing defined benefit obligation	228.99	252.66

Principal Actuarial Assumptions at the balance sheet date 31.03.2016 for Gratuity & Leave Encashment :

Particulars	2015-16	2014-15
Discount Rate	7.80%	7.90%
Estimated rate of return on plan assets	7.99%	7.90%
Rate of Salary Growth	5.75%	5.75%

B) Defined Contribution Plan –

Amount recognized as an expense and included in the Note 13 - "Contribution to Provident & Other Funds ₹ 257.54 lakhs (Previous Year ₹ 247.36 lakhs).

9. Deferred Tax

Deferred Tax Asset on carry forward business losses / depreciation and other reversible timing differences has not been recognized as a matter of prudence.

Deferred Tax (Asset)/Liability at the period end comprise timing difference on account of the followings:

₹ In lakhs

Particulars	2015-16	2014-15
Carried forward Unabsorbed Depreciation	1,370.16	1,847.86
Carried forward Business Loss	512.08	566.83
Carry Forward Capital Loss	709.73	693.25
Provision For Bad Debts	81.10	50.84
Expenditure/provisions(Gratuity & Leave encashment)	76.60	95.90
Related to Fixed Assets	3.31	6.11
Total Deferred Tax Asset (A)	2,752.98	3,260.78
Related to Fixed Assets	-	-
Expenditure/provisions	-	-
Total Deferred Tax Liability (B)	-	-
Net Deferred Tax Asset (A-B) *	2,752.98	3,260.78

*Not recognised in financial statement in terms of provisions of AS-22 "Accounting for Taxes on Income"

10. Segmental Report for the year of the group as per AS-17 is annexed.
11. Balances of Trade receivables, Trade payables, loans and advances are subject to confirmation and reconciliation.
12. The Company has constituted a CSR committee as required under Section 135 of the Act, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). As required under the Companies Act, 2013, the Company was required to contribute ₹ 48.43 lakhs during the financial year 2015-16 (₹ 44.38 lakhs previous year). However the Company could contribute only ₹ 5.75 lakhs during the financial year 2015-16 (₹ 6.15 lakhs previous year). The tie-up with the NGOs is yet to gather momentum and therefore the full contribution was not completed. The efforts are nevertheless on.
13. The Company has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts has been made in the books of account.
14. The Company's pending litigations comprise of claims against the Company primarily by the Civil and Consumer case pending with Courts and Tax Authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. Refer point B-3 of note 16 for details on contingent liabilities. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has recognized a contingent liability of Rs 857.44 lakhs as at 31 March 2016.
15. Effective April, 2014 the Company has charged Depreciation with reference to the estimated useful life of fixed assets prescribed by Schedule II of Companies Act, 2013 or based on Management assessment of useful life, if lower than what is prescribed under schedule II. Consequently, depreciation charge for the previous Year ended March 31, 2015 was higher by 65 lakhs. Further, based on the transitional Provision in note 7(b) of schedule II, an amount of ₹123.95 lakhs has been adjusted against General reserve and ₹68.79 lakhs has been adjusted against Retained earnings of the Company in the previous year ended 31st March 2015.
16. Additional information as required under Schedule III of Companies Act 2013 of enterprises consolidated is given in the annexure attached.
17. The figures for the previous year have been regrouped / rearranged wherever necessary to correspond with the figures of the current year.

Notes referred to above form an integral part of the Consolidated financial statements.

As per our attached report of even date.

For and on behalf of

KHIMJI KUNVERJI & CO.

Chartered Accountants

(Firm Registration No. 105146W)

For and on behalf of the Board of Directors

APTECH LIMITED

SHIVJI K VIKAMSEY

Partner

(M. No. 2242)

NINAD KARPE

Managing Director & CEO

(Din: 00030971)

C. Y. PAL

Vice Chairman

(Din: 00106536)

Place : Mumbai

Date : 6th May, 2016

T. K. RAVISHANKAR

Executive Vice President & CFO

KETAN SHAH

Company Secretary

10 Segment report for the year ended 31st March, 2016

Primary Segment information : Business Segment

₹ in lakhs

Particulars	YTD March, 2016				YTD March, 2015			
	Retail	Institutional	Unallocable	Total	Retail	Institutional	Unallocable	Total
Revenue								
Income from Segment	12,956.91	3,143.93	252.64	16,353.48	13,281.51	3,436.30	392.50	17,110.31
Results before Interest and tax and exceptional items	2,749.12	(91.51)	(1,663.35)	994.26	3,373.16	289.05	(2,119.65)	1,542.56
Add: Interest / Dividend Incomes	-	16.11	314.03	330.14	-	-	405.42	405.42
Less: Finance Costs	-	-	27.56	27.56	-	-	37.18	37.18
Profit before Tax and Exceptional Items	2,749.12	(75.40)	(1,376.88)	1,296.84	3,373.15	289.05	(1,751.41)	1,910.79
Profit / (Loss) before Tax	2,749.12	(75.40)	(1,376.88)	1,296.84	3,373.15	289.05	(1,751.41)	1,910.79
Less: Provision for Current tax	-	-	277.52	277.52	-	-	342.49	342.49
Less: Share of loss in associates	-	-	2.44	2.44	-	-	3.57	3.57
Profit / (Loss) after Tax	2,749.12	(75.40)	(1,656.85)	1,016.88	3,373.15	289.05	(2,097.48)	1,564.73
Other Information								
Carrying amount of Segment Assets	4,877.40	1,598.85	-	6,476.25	4,665.91	1,598.70	-	6,264.61
Unallocable Corporate Assets	-	-	19,509.61	19,509.61	-	-	19,706.77	19,706.77
Carrying amount of Segment Liabilities	1,807.14	617.39	-	2,424.53	1,642.46	492.13	-	2,134.59
Unallocable Corporate Liabilities	-	-	701.83	701.83	-	-	1,536.45	1,536.45
Capital Expenditure	606.22	37.79	144.72	788.72	813.87	140.98	258.70	1,213.55
Depreciation / Amortisation	716.61	127.04	189.74	1,033.38	638.07	167.66	171.66	977.39
Significant Non-Cash Expenditure	301.73	20.83	22.91	345.47	347.31	3.41	5.99	356.70

Secondary Segment information : Geographical segment

Particulars	YTD March, 2016			YTD March, 2015		
	Revenue from customers by location	Carrying amount of Segment assets by location	Addition to Fixed Assets	Revenue from customers by location	Carrying amount of Segment assets by location	Addition to Fixed Assets
India	11,106.80	5,034.84	713.21	12,870.19	4,851.09	1,171.46
Outside India	4,994.04	1,441.41	75.51	3,885.32	1,413.52	42.09
Total	16,100.84	6,476.25	788.72	16,755.51	6,264.61	1,213.55

INDEPENDENT AUDITOR'S REPORT

To the Members of APTECH LIMITED

Report on the Financial Statements

- 1 We have audited the accompanying financial statements of APTECH LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2016, 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 The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, 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 standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, 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 on the financial statements

Basis for Modified Opinion

- 6 Attention is drawn to Note No 13.3 regarding the payment of managerial remuneration for Financial Year (FY) 2015-16, in excess of amount payable as per the provisions of the Act, to the Managing Director and the Whole Time Director aggregating

to ₹ 140.25 Lakhs for which application for approval of Central Government will be made. For such excess remuneration paid to the Managing Director amounting to ₹ 146.31 lakhs in FY 2014-15, the approval from Central Government is awaited.

Opinion

- 7 Subject to Para 6 above, in our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its profit and its cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

- 8 As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
- 9 As required by section 143(3) of the Act, we further report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - 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;
 - In our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
 - With respect to the adequacy of the Internal Financial Control over financial reporting of the company and the operating effectiveness of such control, refer Annexure B of this report;
 - In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - The impact of pending litigations has been duly disclosed in the financial statements- Refer point no. 17 of Note 16B
 - The Company did not have any long-term contracts including derivative contracts as at Balance sheet for which there existed any foreseeable losses
 - There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund.

For **Khimji Kunverji & Co**

Chartered Accountants

Firm Registration No 105146W

Place : Mumbai

Date : May 6, 2016

Shivji K Vikamsey

Partner (F - 2242)

ANNEXURE AUDITOR'S REPORT

Annexure A referred to in paragraph 8 Our Report of even date to the members of APTECH LIMITED on the Financial Statements for the year ended 31st March, 2016

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) In accordance with the planned programme of verifying all Fixed assets once in three years, the physical verification of Fixed assets have been carried out by the Management. The plan of such verification, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. As per the information and explanations given to us, no material discrepancies have been noticed on such verification;
- (c) According to the information & explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- (ii) The Management has conducted physical verification of inventory at reasonable intervals during the year; as informed to us no material discrepancies were noticed on such verification.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act except for the loan given to Whole Time Director of Rs. 25 Lakhs, the terms and conditions whereof are, prima facie, not prejudicial to the interest of the Company. The repayment of principal and interest is as per stipulated schedule.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act
- (v) The Company has not accepted any deposits from the public as covered under provisions of Section 73 to 76 of the Act and rules made thereunder to the extent notified
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services rendered by the company.
- (vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities in India. As informed, provisions of Sales tax, Value Added Tax, Customs Duty and Excise duty are not applicable to the Company during the year under report;
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no material dues of Income Tax, Service Tax, Sales Tax and Value added tax which have not been deposited on account of any disputes. As informed, provisions of Sales Tax, Value Added Tax, Customs Duty and Excise duty are not applicable to the Company during the year under report.
- (viii) According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, Bank or Government as at the Balance sheet date. The Company has not issued any debentures and hence there are no dues to debenture holders during the year under report.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Hence, paragraph 3 (ix) of the Order is not applicable to it.
- (x) According to the information & explanations given to us, no material fraud by the Company or on the Company by its officers or employees have been noticed or reported during the course of our audit.
- (xi) As reported in paragraph 6 of the audit report, the Managerial Remuneration paid in excess of the limits prescribed under the Act, are being regularized by seeking approval from the Central Government.
- (xii) In our opinion and based on our examination of records of the company, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The transactions with related parties entered into by the Company, disclosures whereof are made as per applicable Accounting Standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under report. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- (xv) According to the information & explanations furnished to us and based on our examinations of the records of the Company, the Company has not entered into non cash transactions with the directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Place : Mumbai
Date : May 6, 2016

Shivji K Vikamsey
Partner (F - 2242)

ANNEXURE AUDITOR'S REPORT

Annexure B referred to in paragraph 9 (f) of Our Report of even date to the members of APTECH LIMITED on the Financial Statements of the company for the year ended 31st March, 2016

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

We have audited the internal financial controls over financial reporting of APTECH LIMITED ("the company") as at March 31, 2016 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has an internal financial controls system over financial reporting, design whereof needs to be enhanced to make it comprehensive. Based on selective verification of process controls matrixes, made available to us towards the extreme end of the financial year under report and thereafter, in our opinion and considering the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note, the operating effectiveness of such process controls and appropriate documentation thereof needs to be strengthened to make the same commensurate with the size of the Company and nature of its business.

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

Place : Mumbai
Date : May 6, 2016

Shivji K Vikamsey
Partner (F - 2242)

BALANCE SHEET as at March 31, 2016

₹ in lakhs

Particulars	Note No.	AS AT March 31, 2016	AS AT March 31, 2015
(I) EQUITY AND LIABILITIES			
1 SHARE HOLDERS' FUNDS			
(a) Share capital	1	3,989.36	3,989.36
(b) Reserves and surplus	2	17,606.41	17,047.37
		21,595.77	21,036.73
2 NON CURRENT LIABILITIES			
(a) Long term Borrowing	3	-	-
(b) Long term provisions		140.16	167.40
		140.16	167.40
3 CURRENT LIABILITIES	4		
(a) Trade payables			
(i) Micro enterprise & small enterprise		-	-
(ii) Others payables		859.38	689.86
(b) Other current liabilities		1,020.59	1,033.29
(c) Short term provisions		37.52	878.90
		1,917.49	2,602.05
TOTAL		<u>23,653.42</u>	<u>23,806.18</u>
(II) ASSETS			
1 NON CURRENT ASSETS			
(A) Fixed assets	5		
(a) Tangible assets		1,570.88	1,634.83
(b) Intangible assets		782.88	825.18
(c) Capital work-in-progress		0.34	0.34
(d) Intangible assets under development		35.28	64.75
		2,389.38	2,525.10
(B) Non current investments	6	8,657.59	8,619.31
(C) Long term loans and advances	7	2,914.52	2,720.45
2 CURRENT ASSETS	8		
(a) Inventories		84.73	105.33
(b) Trade receivables		3,252.76	2,797.68
(c) Cash and Cash equivalents		3,007.28	3,655.17
(d) Short term loans and advances		3,347.16	3,383.14
		9,691.93	9,941.32
TOTAL		<u>23,653.42</u>	<u>23,806.18</u>
Significant accounting policies and other notes on accounts	16		

Notes referred to above form an integral part of the financial statements.

As per our attached report of even date.

For and on behalf of

KHIMJI KUNVERJI & CO.

Chartered Accountants

(Firm Registration No. 105146W)

For and on behalf of the Board of Directors

APTECH LIMITED

SHIVJI K VIKAMSEY

Partner

(M. No. 2242)

NINAD KARPE

Managing Director & CEO

(Din: 00030971)

C. Y. PAL

Vice Chairman

(Din: 00106536)

Place : Mumbai

Date : 6th May, 2016

T. K. RAVISHANKAR

Executive Vice President & CFO

KETAN SHAH

Company Secretary

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2016

₹ in lakhs

Particulars	Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
REVENUE			
Revenue from operations	9(a)	8,910.96	9,862.74
Other Operating income	9(b)	174.12	179.35
Other income	10	335.54	480.49
Total Revenue		9,420.62	10,522.58
EXPENSES			
Training and education expenses	11	3,085.70	3,225.63
Marketing and advertisement expenses	12	654.30	859.87
Employee benefits expenses	13	2,299.43	2,445.34
Administration and other expenses	14	1,415.66	1,386.79
Finance Costs	15	27.30	37.18
Depreciation and Amortisation expenses (Refer note B-18 of note 16)	5	642.20	576.98
Total Expenses		8,124.59	8,531.79
PROFIT BEFORE TAX		1,296.03	1,990.79
TAX EXPENSES			
Income tax		277.00	342.00
Deferred Tax (Refer point no. B-5 of note 16)		-	-
		277.00	342.00
PROFIT AFTER TAX FOR THE YEAR		1,019.03	1,648.79
Earnings Per Equity Share of face value ₹ 10 each (Refer point no. B-3 of note 16)			
- Basic in ₹		2.55	4.13
- Diluted in ₹		2.55	4.13
Significant accounting policies and other notes on accounts	16		

Notes referred to above form an integral part of the financial statements.

As per our attached report of even date.

For and on behalf of

KHIMJI KUNVERJI & CO.

Chartered Accountants

(Firm Registration No. 105146W)

For and on behalf of the Board of Directors

APTECH LIMITED**SHIVJI K VIKAMSEY**

Partner

(M. No. 2242)

NINAD KARPE

Managing Director & CEO

(Din: 00030971)

C. Y. PAL

Vice Chairman

(Din: 00106536)

Place : Mumbai

Date : 6th May, 2016**T. K. RAVISHANKAR**

Executive Vice President & CFO

KETAN SHAH

Company Secretary

CASH FLOW STATEMENT for the year ended March 31, 2016

₹ in lakhs

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax as per Statement of Profit & loss	1,296.03	1,990.79
Adjustments For :		
Depreciation Write back (Adjustment on Transitional Provision in note 7(b) of schedule II of Companies Act'2013 (Refer point no B-18 of Note 16)	-	(123.95)
Depreciation and Amortization expenses	642.20	700.93
Provision for doubtful debts	66.33	57.85
Bad debts/advances written off	21.47	-
Liabilities no longer required written back	(174.12)	(179.35)
Diminution of investment	0.25	-
Dividend Income	(1.07)	(0.65)
Interest income	(313.67)	(377.47)
Finance costs	27.30	37.18
Net unrealised forex loss/ (gain)	(107.00)	(98.13)
Net Loss/(gain) on sale of fixed assets	(3.59)	(3.20)
Operating Profit Before Working Capital Changes	1,454.13	2,003.99
Adjustments for Working Capital Changes		
Decrease/(Increase) in Inventories	20.61	99.66
Decrease/(Increase) in Trade receivables	(435.88)	(93.73)
Decrease/(Increase) in Loans and advances other than Subsidiaries	(306.17)	(197.83)
Increase/(Decrease) in Current liabilities and provisions	279.10	239.75
Cash From / (used) in Operating Activities	1,011.79	2,051.85
Income tax paid (Net)	(21.00)	(108.25)
Net Cash From / (used) in Operating Activities (I)	990.79	1,943.60
(B) CASH FLOW ON INVESTING ACTIVITIES		
Purchase of fixed assets	(513.82)	(745.06)
Sale of fixed assets	10.94	21.08
Investment in shares	0.25	-
(Purchase) / Sale of investment	(38.53)	161.36
Dividend received	1.07	0.65
Loans and advances (Net)	(108.21)	(341.33)
Interest received	328.26	379.33
Dividend paid (including DDT)	(1317.87)	(1884.89)
Proceeds from / (Investing in) bank deposits (original maturity more than three months)	543.00	193.08
Net Cash From / (used) in Investing Activities (II)	(1094.91)	(2215.77)

₹ in lakhs

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
(C) CASH FROM FINANCING ACTIVITIES		
Financing of hedging contract	20.16	(13.45)
Finance Costs	(27.30)	(37.18)
Net Cash from /(Used) Financing Activities (III)	(7.14)	(50.63)
Net Increase in Cash & Cash equivalents (I+ II+ III)	(111.26)	(322.80)
Cash & Cash equivalents at the beginning of the year	759.89	1,082.68
Cash & Cash equivalents at the end of the year	648.63	759.89

Notes :

- 1) Cash and Cash equivalents include cash and bank balances in current accounts and deposit accounts. (Refer note no. 8 (c))
- 2) Additions to fixed assets, sale of fixed assets and loans and advances given to Subsidiaries are considered as part of investing activities.
- 3) Previous year figures have been regrouped wherever necessary to correspond with the figures of the current year.
- 4) The Company has undrawn working capital facility of ₹ 715.3 lakhs (previous year ₹ 1,000 lakhs).

As per our attached report of even date.

For and on behalf of

KHIMJI KUNVERJI & CO.

Chartered Accountants

(Firm Registration No. 105146W)

For and on behalf of the Board of Directors

APTECH LIMITED**SHIVJI K VIKAMSEY**

Partner

(M. No. 2242)

NINAD KARPE

Managing Director & CEO

(Din: 00030971)

C. Y. PAL

Vice Chairman

(Din: 00106536)

Place : Mumbai

Date : 6th May, 2016**T. K. RAVISHANKAR**

Executive Vice President & CFO

KETAN SHAH

Company Secretary

NOTES TO FINANCIAL STATEMENTS

as at March 31, 2016

NOTE 1 SHARE CAPITAL

Particulars	As at 31 st March 2016		As at 31 st March 2015	
	Number	₹ in lakhs	Number	₹ in lakhs
Authorised				
Equity Shares of ₹ 10 each	60,000,000	6,000.00	60,000,000	6,000.00
Issued				
Equity Shares of ₹ 10 each	39,893,560	3,989.36	39,893,560	3,989.36
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid up	39,893,560	3,989.36	39,893,560	3,989.36
Total	39,893,560	3,989.36	39,893,560	3,989.36

The company has equity shares having a par value of ₹.10 /- each. Each 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 year :-

Particulars	As at 31 st March 2016		As at 31 st March 2015	
	Number	₹ in lakhs	Number	₹ in lakhs
Shares outstanding at the beginning of the year	39,893,560	3,989.36	39,893,560	3,989.36
Add :- Shares Issued during the year				
Less :- Shares cancelled on buy back of Equity Shares				
Shares outstanding at the end of the year	39,893,560	3,989.36	39,893,560	3,989.36

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

Name of the Shareholder	As at 31 st March 2016		As at 31 st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RARE EQUITY PVT. LTD.	8,443,472	21.17%	9,933,496	24.90%
RAKESH JHUNJHUNWALA	4,319,100	10.83%	4,319,100	10.83%
REKHA JHUNJHUNWALA	4,046,001	10.14%	2,555,977	6.41%

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

Particulars	Year (Aggregate No. of Shares)				
	2015-16	2014-15	2013-14	2012-13	2011-12
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash					
Fully paid up by way of bonus shares					
Shares were bought back and extinguished			8,897,861		

Note 1.4 Out of the shares outstanding as per 1.1 above, 11,271 Equity Shares (Previous year 11,271) of ₹10 each fully paid up are represented by 22,542 (Previous year 22,542) Global Depository Receipts (GDRs) of USD 7.175 each.

NOTE 2 RESERVES AND SURPLUS

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
a. Capital Redemption Reserve		
Balance as at beginning and closing of the year	1,774.59	1,774.59
Closing Balance	1,774.59	1,774.59
b. Securities Premium Account		
Balance as at beginning and closing of the year	8,977.20	8,977.20
Closing Balance	8,977.20	8,977.20
c. Cash Flow Hedging Reserve		
As per last Balance sheet	(13.45)	-
Add : Current Year Transfer	20.16	(13.45)
Closing Balance	6.71	(13.45)
d. General Reserve		
As per last Balance sheet	624.98	748.93
less : Adjustment on Transitional provision in Note 7(b) of schedule II of Companies Act, 2013 (Refer point no B-18 of note 16)	-	123.95
Closing Balance	624.98	624.98
e. Surplus in Statement of Profit and loss		
As per last Balance sheet	5,684.05	5,591.04
Add : Net Profit for the current year	1,019.03	1,648.79
Less : Interim Dividends 2 nd *		698.14
Less : Tax on Interim Dividend		139.59
Less : Interim Dividends 1 st *	398.94	598.40
Less : Tax on Interim Dividend	81.21	119.65
Closing Balance	6,222.93	5,684.05
Total	17,606.41	17,047.37

* The Board of Directors have declared & paid Interim dividend of ₹ 1.00 per equity share for the financial year 2015-16 on Face value of ₹ 10 (In previous year total dividend paid was ₹ 3.25 per share).

NOTE 3 NON CURRENT LIABILITIES

Note 3 (a) Long Term Borrowings

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Secured Loans		
Non fund based limit facility from bankers	-	-
	-	-
Non fund based limit facility from banks are secured as under :		
a) Non fund based limit aggregating ₹ 500 lakhs from Union Bank of India are secured by equitable mortgage by deposit of title deeds of the Company's immovable properties situated at Pune and Mumbai.		
b) Non fund based limit aggregating ₹ 2.95 lakhs from YES Bank & Andhra Bank secured by way of lien on fixed deposits at the time of utilisation of facility.		

Note 3 (b) Long Term Provisions

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Provision for employee benefits :-		
Gratuity (Funded)	-	-
Leave Encashment (Unfunded) (Refer point no. B-4 of note 16)	140.16	167.40
Total	140.16	167.40

NOTE 4 CURRENT LIABILITIES

Note 4 (a) Trade Payables

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Unsecured		
Trade Payables		
(i) Micro enterprise & small enterprise *		
(ii) Others payables (Refer point B-14 of note 16)	859.38	689.86
* There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31 st March, 2016, and no interest payment made during the year to any Micro, Small and Medium Enterprises. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.		
Total	859.38	689.86

Note 4 (b) Other Current Liabilities

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
(a) Unclaimed dividends	164.92	143.96
(b) Sundry creditors for capital assets (Refer point B-14 of note 16)	9.26	6.52
(c) Provisions for expenses	485.72	503.44
(d) Other payables :-		
Statutory Dues	190.83	206.32
Others liabilities	23.01	33.25
Franchisee /Caution deposits	146.85	139.80
Total	1,020.59	1,033.29

Note 4 (c) Short Term Provisions

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
(a) Provision for employee benefits :-		
Gratuity (Funded)	-	7.45
Leave encashment (Unfunded)	37.52	33.72
(Refer point no. B-4 of note 16)		
(b) Others :-		
Proposed/ Interim Dividend on Equity Shares	-	698.14
Provision for tax on Proposed/ Interim Dividend	-	139.59
The Board of Directors have declared & paid Interim dividend of ₹ 1.00 per equity share for the financial year 2015-16 on Face value of ₹ 10 (In previous year total dividend paid was ₹ 3.25 per share)		
Total	37.52	878.90

NOTE 5 FIXED ASSETS

₹ in lakhs

Particulars	Tangible Assets							Intangible Assets			Total	
	Freehold land	Buildings	Leasehold Improvements	Computer Hardware	Furniture and Fixtures	Vehicles	Office equipment	Electrical fittings	Goodwill	Computer Software		Courseware
a												
Gross Block												
As at 01 st April 2014	262.15	1,170.56	37.50	777.48	381.27	57.94	270.21	116.58	952.61	1,385.18	4,841.61	10,253.08
Additions		14.49		68.97	67.13	89.97	16.38	11.17		89.93	412.06	770.11
Deletions				19.87	68.87	20.79	67.43	35.69				212.66
As at 31 st March 2015	262.15	1,185.05	37.50	826.58	379.53	127.12	219.16	92.06	952.61	1,475.11	5,253.67	10,810.54
Additions		3.04		35.65	75.04		20.34	7.91		44.11	357.20	543.29
Deletions				34.72	40.36	37.15	22.57	18.82		0.20		153.82
As at 31 st March 2016	262.15	1,188.09	37.50	827.51	414.21	89.97	216.93	81.15	952.61	1,519.02	5,610.87	11,200.01
b												
Accumulated Depreciation												
As at 01 st April 2014	-	226.51	31.85	628.92	271.92	39.13	105.46	54.55	952.61	1,274.55	4,258.85	7,844.35
For the year	-	23.93	5.65	86.73	48.83	14.12	131.39	20.06		74.41	295.80	700.93
Deletions	-			15.19	68.87	12.53	65.08	33.10				194.78
Adjustment on Transitional Provision in note 7(b) of schedule II of Companies Act'2013 (Refer point no B-18 of Note 16					14.03		104.23	5.69				123.95
As at 31 st March 2015	-	250.45	37.50	700.46	251.88	40.72	171.77	41.51	952.61	1,348.96	4,554.65	8,350.49
For the year	-	24.55		76.66	51.67	12.92	21.97	10.83		73.42	370.18	642.20
Deletions	-			34.60	37.36	37.15	21.68	15.48		0.20		146.47
As at 31 st March 2016	-	275.00	37.50	742.52	266.19	16.49	172.05	36.86	952.61	1,422.18	4,924.83	8,846.22
Capital Work in Progress												0.34
Intangible assets under development												35.28
Net Block as at 31 st March 2016	262.15	913.09	-	84.99	148.01	73.48	44.87	44.29	-	96.84	686.04	2,389.38
Capital Work in Progress												0.34
Intangible assets under development												64.75
Net Block as at 31 st March 2015	262.15	934.60	-	126.12	127.65	86.39	47.39	50.55	-	126.15	699.02	2,525.10

1 The transfer of asset from one Company to another Company within Group is effected to Gross Block & accumulated depreciation.

2 Opening accumulated depreciation includes Impairment on the above assets for the earlier years if any.

NOTE 6 NON - CURRENT INVESTMENTS

Investments valued at cost, except otherwise stated

	Face Value of share	As at March 2016		As at March 2015	
		No. of Shares	₹ in lakhs	No. of Shares	₹ in lakhs
Investments in Equity Instruments (Unquoted) :-					
Subsidiaries					
Attest Testing Services Limited	₹ 10	82,841	8.28	82,841	8.28
Maya Entertainment Limited (Refer Point no B-13 of Note 16)	₹ 10	27,642,107	6,074.35	27,642,107	6,074.35
Aptech Venture Limited	1 Euro	345,245	231.40	345,245	231.40
Aptech Training Limited F.Z.E., Dubai	100000 AED	7	66.61	7	66.61
Aglsm Sdn.Bhd ' Malaysia	1 RM	773,788	105.45	545,140	67.17
Aptech Worldwide Bangladesh Limited (Bangladesh)	10 Taka		-	160,000	14.09
Aptech Worldwide Corporation, USA	1 US\$	900,000	409.50	900,000	409.50
Less : Provision for diminution in the value of Investments:-			6,895.59		6,871.40
Aptech Worldwide Corporation			409.50		409.50
Aptech Worldwide Bangladesh Limited (Bangladesh)			-		14.09
Sub total (A)			6,486.09		6,447.81
Joint Venture					
Aptech Hungama Digital learning LLP			2.00		2.00
Less : Provision for diminution in the value of Investments			0.25		
Sub total (B)			1.75		2.00
Others					
Synteia Polland JV	.20 PLN	350,000	265.24	350,000	265.24
Handy Training Technologies	₹ 10	2,500	0.25		-
Sub total (C)			265.49		265.24
Investments in Preference Shares (Unquoted) :-					
Subsidiary					
Aptech Venture Limited	1 Euro	2,841,093	1,904.26	2,841,093	1,904.26
Sub total (D)			1,904.26		1,904.26
Total Non- Current Investment (A + B+C+D)			8,657.59		8,619.31

NOTE 7 LONG TERM LOANS AND ADVANCES

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
a. Capital Advances		
Unsecured, considered good	4.50	
	4.50	
b. Security Deposits		
Secured, considered good	-	
Unsecured, considered good	153.96	190.68
	153.96	190.68
c. Loans and advances to related parties		
Unsecured, considered good *	1,302.78	1,138.35
	1,302.78	1,138.35
d. Other loans and advances		
Advance Tax (Net of Provision for Tax ₹ 3,374.22 lakhs (PY ₹ 3,097.22 lakhs) [inclusive of MAT credit ₹ 1,354.83 lakhs (PY ₹ 1,354.83 lakhs)])	1,401.73	1,358.69
Prepaid expenses	18.44	12.38
Loans and advances to employees	33.11	20.35
	1,453.28	1,391.42
Total	2,914.52	2,720.45

* In 2007, the Company and Asian Institute of Communication & Research (AICAR) had formed a strategic alliance to create a premier educational institute of world-class quality. The AICAR Business School is a world-class Residential Institute offering Graduate Students and Corporate the opportunity to enhance skills in the research and development of management and communication practices of a standard unparalleled in most other institutes.

The Company has advanced of ₹ 1,302.78 lakhs inclusive of interest (Previous Year ₹ 1,138.35 lakhs) to AICAR.

NOTE 8 CURRENT ASSETS

Note 8(a) Inventories

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Finished goods (Valued at lower of cost or net realisable value)		
Education and Training course materials	84.73	105.33
Total	84.73	105.33

Note 8(b) Trade Receivables

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Due for period less than six months from the due date of payment *		
Unsecured, considered good	2,267.77	1,675.99
	2,267.77	1,675.99
Due for period exceeding Six months from the due date of payment *		
Unsecured, considered good	984.99	1,121.69
Unsecured, considered doubtful	0.14	1.10
Less: Provision for doubtful debts	0.14	1.10
	984.99	1,121.69
Total	3,252.76	2,797.68

* Refer point no B-14 of note 16

Note 8(c) Cash and cash equivalents

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
a. Cash and cash equivalents :-		
i. Cash on hand	0.67	3.47
ii. Balance with banks :-		
EEFC Accounts	34.33	120.86
Bank deposits (with original maturity less than three months)	333.00	419.00
Current Accounts	280.63	216.56
	647.96	756.42
	648.63	759.89
b. Other Bank balances :-		
Bank deposits *(with original maturity more than three months but within twelve months)	2,157.00	2,700.00
Interest accrued but not received	36.73	51.32
Earmarked Balances (Unclaimed dividend accounts)	164.92	2,358.65
	2,358.65	143.96
Total	3,007.28	3,655.17

* Bank deposits as of March 31, 2016 and March 31, 2015 include restricted balances of ₹ 717 lakhs and ₹ 120 lakhs respectively. The restriction are primarily on account of cash and bank balances held as margin money deposits against guarantees and overdraft facility.

Note 8(d) Short-term loans and advances

₹ in lakhs

Particulars	As at 31 st March 2016	As at 31 st March 2015
Prepaid expenses	92.22	88.22
Other current assets	114.64	128.68
Travel advances and loan to employees	58.25	8.15
Advances to Gratuity fund (Refer Point B-4(A) of note 16)	10.11	-
Loans and advances to related parties (Refer point no. B-2 & B-14 of note 16)		
Unsecured, considered good	3,071.94	3,158.09
Less: Provision for doubtful loans and advances	-	-
	3,071.94	3,158.09
Total	3,347.16	3,383.14

Note 9(a) Revenue from Operations

₹ in lakhs

Particulars	2015-16	2014-15
Training and Education Income	8,108.70	9,002.85
Income from Testing Services Operations	802.26	859.89
Total	8,910.96	9,862.74

Note 9(b) Other Operating Income

₹ in lakhs

Particulars	2015-16	2014-15
Liabilities No Longer Required Written Back	174.12	179.35
Total	174.12	179.35

Note 10 Other Income

₹ in lakhs

Particulars	2015-16	2014-15
Interest Income	313.67	377.47
Exchange Rate Gain (Net)	17.01	93.37
Net gain on sale of assets	3.59	3.20
Other non-operating income	1.27	6.45
Total	335.54	480.49

Note 11 Training and Education Expenses

₹ in lakhs

Particulars	2015-16	2014-15
Education, Training Expenses and Course Materials	256.90	524.22
Course Execution Charges	2,828.80	2,701.41
Total	3,085.70	3,225.63

Note 12 Marketing and Advertisement Expenses

₹ in lakhs

Particulars	2015-16	2014-15
Advertisement expenses	648.66	839.87
Other marketing expenses	5.64	20.00
Total	654.30	859.87

Note 13 Employee Benefits Expenses

₹ in lakhs

Particulars	2015-16	2014-15
(a) Salaries and other allowances (Refer note 13.1 below)	1,988.58	2,126.49
(b) Contribution to Provident and other Funds (Refer note 13.1 below)	188.60	180.69
(c) Gratuity fund contributions (Refer point B-4 of note 16)	66.44	73.38
(d) Staff welfare expenses	55.81	64.78
Total	2,299.43	2,445.34

Note 13.1 Managerial Remuneration:

Managerial remuneration to Managing Director ('MD') and Executive Director ('ED') under Section 198 of the Companies Act, 2013:

₹ in lakhs

Particulars	2015-16	2014-15
Salaries and Allowances	289.47	337.47
Contribution to Provident and other funds	16.40	15.68
Total	305.87	353.15

Note 13.2 As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as whole, the amounts pertaining to the directors are not included above.

Note 13.3 The Company has already made application to the Central Government, seeking their approval to waive excess remuneration paid to the Managing Director for ₹ 146.31 lakhs for the year ended 31st March'2015, approvals for which are awaited. Application to Central Government seeking waiver of excess remuneration of ₹ 140.25 lakhs paid to the Managing Director & whole time Director for the year ended 31st March, 2016 is being made.

Note 14 Administration and other expenses

₹ in lakhs

Particulars	2015-16	2014-15
Rent	194.67	195.97
Rates And Taxes	21.68	27.26
Travelling And Conveyance Expenses	329.83	410.55
Electricity Charges	58.06	73.88
Communication Expenses	141.60	134.04
Repairs And Maintenance :-		
Buildings	0.23	7.21
Plant & Machinery	35.59	32.37
Others	67.88	61.69
Insurance Premium	3.67	4.75
Legal And Professional Charges	160.67	107.86
Bad Debts/Advances written Off	21.47	-
Provision For Doubtful Debts	66.33	57.85
Audit Fees (Refer note 14.1 below)	29.73	30.15
Safety And Security	109.78	103.57
Printing and Stationery	36.94	43.78
Diminution of Investment	0.25	-
Director's Commission provided (Refer note 14.2 below)	16.50	21.30
Directors' Sitting Fees	17.80	17.40
Miscellaneous Expenses	102.98	57.16
Total	1,415.66	1,386.79

14.1 Payments to the auditor as

₹ in lakhs

Particulars	2015-16	2014-15
Audit Fees	14.80	14.80
Tax Audit Fees	5.50	5.50
Limited Review	6.00	6.00
Certification/ Other Fees:		
Company Law Matters	1.08	1.59
Other Services	1.15	1.51
Reimbursement of expenses	1.20	0.75
Total	29.73	30.15

14.2 Directors' commission provided

₹ in lakhs

Particulars	2015-16	2014-15
Directors' commission calculated @ 1% as per section 198 of Companies Act' 2013	16.56	21.54
Directors' commission proposed by the Board and provided for		
* Commission payable to non-whole-time director for financial year 2015-16 @ 1% of net profit computed in accordance with section 198 of the Companies Act, 2013.	16.50	21.30

14.3 Administration and other expenses are net of recoveries.

Note 15 Finance Costs

₹ in lakhs

Particulars	2015-16	2014-15
Interest expense:-		
Working Capital Demand Loan Facility	27.28	37.07
Commitment & Finance Charges	0.02	0.11
Total	27.30	37.18

Note "16"

Significant Accounting Policies and Other Notes on Accounts

A. Significant Accounting Policies:

Accounting Convention

(a) Basis of Preparation

The financial statements have been prepared in accordance with generally accepted accounting principles in India ('Indian GAAP') under the historical cost convention on an accrual basis in compliance with all material aspect of the Accounting Standard ('AS') notified under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of Companies (Accounts) Rules, 2014. The accounting policies have been consistently applied by the Company, and are consistent with those used in the previous year, unless otherwise mentioned in the notes.

Based on the nature of products/ services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities, in terms of Revised Schedule III to the Act.

(b) Use of Estimates.

The preparation of the financial statements in conformity with generally accepted accounting principles requires Management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amount of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which such revisions are made.

(c) 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 Amortisation.

(d) Depreciation and Amortization

Depreciation on fixed assets is provided on economic useful life of the Assets in the manner specified in the Schedule II of the Act , except,

- (i) Certain items of Plant and machinery (including computers) installed at and used in Institutional projects and certain training centers which are depreciated over the number of years till the completion of the period of the contract when the assets are transferred to those parties.
- (ii) Vehicles purchased under the "Own Your Car" (OYC) scheme for the employees, which are depreciated over the period of the scheme.
- (iii) Goodwill arising on acquisition of business unit is amortized over a period of ten years.
- (iv) Depreciation on Fixed Assets are provided at the following rates based on estimated useful life as per the Act,

Office Premises	60 years
Furniture & fixtures	5 years
Computers Hardware, Software & Courseware	3 years
Office Equipment	5 years
Electrical Equipments	10 years

- (v) Depreciation on furniture & fixtures which are installed at leasehold premises, are amortized over lease period
- (vi) Depreciation on the fixed assets added / disposed off / discarded during the year has been provided on pro-rata basis with reference to the date of addition / disposition / discardation
- (vii) Assets purchased during the year whose acquisition cost is ₹ 5,000 or less are depreciated fully in the month of purchase.

(e) Impairment of Fixed Assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. 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 Statement of profit and loss in the year, in which an asset is identified as impaired. When there is indication that an impairment loss recognised for an assets earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

(f) Borrowing Costs

Borrowing costs attributable to acquisition or construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such asset is ready for its intended use.

All other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(g) 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 Statement of profit and loss. 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.

Any Premium/discount arising at the inception of a forward exchange contract is recognized as income/expenses over the life of the contracts, except where the contract is designated as a cash flow hedge. Any Profit/Loss on cancellation/renewal of forward exchange contract is recognized as income/expense for the year.

(h) 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 or fair value, determined by category of investment.

Long Term Investments are stated at cost after deducting provision, if any, made for decline, other than temporary in the value.

(i) Inventories

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

(ii) Government Grants

Government Grants are recognized when there is reasonable assurance that the same will be received. Revenue grants are recognized in the Statement of profit and loss. Capital grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets. Other capital grants are credited to capital reserve.

(k) Revenue Recognition

Revenue in respect of Training and Education services is recognized on rendering of services, only when it is reasonably certain that the ultimate collection will be made. The revenue from fixed time contracts is recognized over the period of contracts. For services rendered through franchisees only the company's share of revenue is recognized.

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

Revenue is recognized when significant risks & rewards of the goods & services have been transferred to the buyer and when it is probable that the economic benefits flows to the Company and revenue can be reliably measured .

Dividend from investments is recognised in the Statement of Profit and Loss, when the right to receive payment is established.

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

(l) Retirement Benefits

Defined Contribution plan

The Company makes defined contribution to Government Employee Provident Fund, Government Employee Pension Fund, Employee Deposit Linked Insurance, ESI and Superannuation Schemes, which are recognised in the Statement of Profit and Loss on accrual basis.

Defined benefit plan

The Company liabilities under Payment of Gratuity Act (funded) and long term compensated absences are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method except for short term compensated absences, which are provided on estimates. Actuarial gain & losses are recognized immediately in the statement of profit and loss as income or expenses. Obligation is measured at the present value of estimated future cash flows using the discounted rate that is determined by reference to market yields at the Balance Sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation

(m) Employees Stock Option Plan (ESOP)

The stock options granted are accounted for as per the accounting treatment prescribed by Employee Stock option Scheme and Employee Stock Purchase Guidelines, 1999, issued by Securities and Exchange Board of India, whereby the intrinsic value of the option is recognized as deferred employee compensation. The deferred employee compensation is charged to Statement of profit and loss on straight line basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation expense, to the extent of the amortized portion of value of lapsed portion. The costs incurred on account of ESOP granted to employees of subsidiary companies are recovered from the subsidiaries. The Employee Stock Option Account (share option outstanding account), net of any unamortized deferred employee compensation is shown separately as part of reserves.

(n) Income Tax

Tax expense comprises of current tax and 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.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet Date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

Deferred tax assets, in case of unabsorbed losses and unabsorbed depreciation, are recognized only if there is virtual certainty supported by convincing evidence that sufficient future tax income will be available against which such deferred tax asset can be realized.

(o) Operating Lease

Leases, where significant portion of risk and reward of ownership are retained by the Lessor, are classified as Operating Leases and lease rentals thereon are charged to the Statement of profit and loss on a straight-line basis over the lease term.

(p) Cash and Cash Equivalents

Cash and Cash Equivalents for the purpose of cash flow statement comprise cash on hand and cash at bank including fixed deposit with original maturity period of less than three months and short term highly liquid investments with an original maturity of three months or less.

(q) Provisions, Contingent Liabilities and Contingent Assets

Contingent Liabilities are possible but not probable obligations as on Balance Sheet date, based on the available evidence.

Provisions are recognised when there is a present obligation as a result of past events, 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 are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date.

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

Contingent Assets are neither recognized, nor disclosed.

(r) Hedge Accounting

The Company has started hedging its risk of foreign currency fluctuations relating to receivables of highly probable forecast transactions pertaining to Franchise income by entering into Exchange Traded Futures (ETF's). In accordance with Company's risk mitigating policy, it has designated these ETF's as cash flow hedge by early application of the recognition and measurement principles set out in the AS 30 "Financial Instrument-Recognition and Measurement" to these transactions. Accordingly, changes in the fair value of these ETF's designated as effective hedges for the future cash flows are recognised directly in shareholder's funds and ineffective portion thereof is recognised directly in the 'Statement of profit and loss'. On squaring off the complete position of such ETF on expire, sold, terminated or no longer qualifies for hedge accounting as on any date the gain or loss on such transactions is accounted in statement of profit and loss.

B) OTHER NOTES ON ACCOUNTS:**1) Contingent Liabilities, Capital commitments and Counter Guarantees in respect of:**

₹ In Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	116.77	113.67
Total (i)	116.77	113.67
(ii) Capital Commitments and Guarantees		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	268.66	128.94
(b) Counter Guarantees to bank for projects	166.38	191.06
Total (ii)	435.04	320.00
Total (i + ii)	551.81	433.67

2) During the year, some of the subsidiaries of the Company have accumulated losses as at the year-end and previous year end :-

In case of certain subsidiaries, the Company has investments in the equity shares aggregating ₹ 8.28 lakhs (Previous year ₹ 75.45 lakhs) and Loans and Advances aggregating ₹ 892.53 lakhs (Previous year ₹ 777.50 lakhs) as at the year end. Despite losses in these companies, in the opinion of the management, considering the strategic long-term nature of the investments and the business plans of the said subsidiaries, the decline in the book value of these investments is temporary.

3) Earnings per Share ('EPS'):

Particulars	2015-16	2014-15
Profit after tax attributable to Shareholders (₹ in lakhs) (A)	1,019.03	1,648.79
Weighted average number of equity shares outstanding during the year :-		
Basic and diluted (No. of Shares) (B)	39,893,560	39,893,560
Nominal value of equity shares (₹)	10/-	10/-
Basic/ diluted EPS (₹) (A/B)	2.55	4.13

4) **Retirement Benefits :**

A) The details of the Company's defined benefit plans for its employees are given below:-

The amount recognised in the balance sheet in respect of the gratuity:

₹ In Lakhs

Particulars	2015-16	2014-15
Present value of the defined benefit obligation at the end of the year	448.42	404.06
Fair value of the plan assets	458.53	396.62
Net Liability / (Assets)	(10.11)	7.45

The amount recognised in salary and employee benefits in the statement of profit & loss as follows in respect of the gratuity:

₹ In Lakhs

Particulars	2015-16	2014-15
Current Service Cost	38.77	33.77
Interest on defined benefit obligation	31.92	32.14
Expected return on plan assets	(31.33)	(33.29)
Net actuarial (Gain)/ Loss on plan Assets	27.08	40.76
Net Gratuity Cost	66.44	73.38

Actual Return on plan assets:

₹ In Lakhs

Particulars	2015-16	2014-15
Expected Return on plan assets	31.33	33.29
Actuarial Gain / (Loss) on plan assets	1.54	4.77
Actual return on plan assets	32.87	38.05

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

₹ In Lakhs

Particulars	2015-16	2014-15
Opening defined benefit obligation	404.06	357.08
Current Service Cost	31.92	32.14
Interest cost	38.77	33.77
Actuarial (Gain)/ Loss	28.63	45.52
Benefit Paid	(54.96)	(64.44)
Closing defined benefit obligation	448.42	404.06

Change in fair value plan assets:

₹ In Lakhs

Particulars	2015-16	2014-15
Fair value of the plan assets at the beginning of the year	396.62	403.00
Expected return on plan assets for the period	31.33	33.29
Contributions during the period	84.00	20.00
Benefits paid during the period	(54.96)	(64.44)
Actuarial Gain / (Loss) on plan assets	1.54	4.77
Fair value of the plan assets at the end of the year	458.53	396.62

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 company administrated by ICICI Prudential Life Insurance Company Limited.

(II) The amount recognised in the balance sheet in respect of the Leave Encashment:

₹ In Lakhs

Particulars	2015-16	2014-15
Present value of the defined benefit obligation at the end of the year	177.68	201.12
Fair value of the plan assets	-	-
Net Liability / (Assets)	177.68	201.12
Current Liability	37.52	33.72
Non- Current Liability	140.16	167.40

The amount recognised in salary and employee benefits in the statement of profit & loss as follows in respect of the Leave Encashment / Compensated cost:

₹ In Lakhs

Particulars	2015-16	2014-15
Current Service Cost	12.90	12.12
Interest on defined benefit obligation	15.89	16.59
Net actuarial (Gain)/ Loss on plan Assets	(20.33)	25.87
Net Leave encashment Cost	8.46	54.58

Reconciliation of present value of the obligation:

₹ In Lakhs

Particulars	2015-16	2014-15
Opening defined benefit obligation as on 1.04.2015	201.12	184.35
Current Service Cost	12.90	12.12
Interest cost	15.89	16.59
Actuarial (Gain)/ Loss	(20.33)	25.87
Benefit Paid	(31.90)	(37.81)
Closing defined benefit obligation as on 31.03.2016	177.68	201.12

Principal Actuarial Assumptions at the balance sheet date 31.03.2016 for Gratuity & Leave Encashment :

₹ In Lakhs

Particulars	2015-16	2014-15
Discount Rate	7.80%	7.90%
Rate of Salary Growth	5.75%	5.75%
Estimated rate of return on plan assets	7.99%	7.90%

B) Defined Contribution Plan –

The Company has recognised the following amount as an expense and included in the note 13 - "Contribution to Provident & other funds – ₹ 188.60 lakhs (Previous Year – ₹ 180.69 lakhs)

5) Deferred Tax

Deferred Tax Asset on carry forward business losses / depreciation and other differences in excess of deferred tax liability has not been recognised as a matter of prudence. The items giving rise to deferred tax assets / liabilities are as under:-

₹ In Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Carried forward Unabsorbed Depreciation	1,111.92	1,625.75
Carry Forward Capital Loss	709.73	693.25
Provision For Bad Debts	0.05	0.37
Expenditure/provisions(Gratuity & Leave encashment)	56.96	70.89
Total Deferred Tax Asset (A)	1,878.66	2,390.26
Related to Fixed Assets	146.80	104.41
Total Deferred Tax Liability (B)	146.80	104.41
Net Deferred Tax Asset (A-B) *	1,731.86	2,285.85

*Not recognised in financial statement in terms of provisions of AS-22 "Accounting for Taxes on Income"

6) Expenditure in Foreign Currency:

₹ In Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
a) Foreign Travel	29.61	73.15
b) Training and Education Expenses	274.81	295.59
c) Administrative and Other Expenses	21.59	20.87
Total	326.01	389.60

7) Earnings in Foreign Currency:

₹ In Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
a) F.O.B. Value of sale of Education and training course materials	118.26	85.20
b) Training and Education Expenses	1,769.25	2,134.31
Total	1,887.51	2,219.51

8) The Company does not recognise MAT credit entitlement, on account of prudence from financial Year 2012-13.

9) During the year, Aptech Training Limited FZE bought back Nil shares (previous year 13 units) towards which ₹ NIL lakhs (previous year ₹ 220.72 lakhs) are received.

10) Segmental Report for the year of the Company As per AS-17 is annexed.

11) Foreign Currency exposures which are not hedged:

₹ In Lakhs

Particulars	Currency	2015-16	2014-15
a) Trade Receivables	USD	-	346.43
Total		-	346.43

12) Disclosure in respect of Related Parties pursuant to AS-18 :-

I. List of Related Parties:

Parties where control exists:

Company /firm where control exists :

Subsidiaries:

Aptech Training Limited FZE Dubai

Aptech Worldwide Corporation, US

Maya Entertainment Limited (erstwhile Avalon Aviation Academy Private Limited w.e.f 1st April'13 (Refer Point no B-13 of Note 16)

Attest Testing Services Limited

AGLSM SDN BHD - MALAYSIA

Aptech Investments Enhancers Ltd, Mauritius

Aptech Ventures Ltd, Mauritius

Aptech Global Investment Ltd, Mauritius

Others:

Aptech Hungama Digital Learning LLP (Joint Venture)

Asian Institute of Communication & Research (AICAR)

Key management personnel:

Mr. Ninad Karpe - Managing Director & CEO

Mr. Anuj Kacker - Whole Time Director

Relative of Key management personnel:

Mrs. Anjali Karpe (Wife of Mr. Ninad Karpe)

II. Transactions with Related parties:-

₹ In Lakhs

Nature of transaction	Subsidiaries/ JV	Key Management Personnel	Relatives of Key Management personnel	Total
Training and Education expenses	63.65	305.87	8.00	377.51
	<i>(78.36)</i>	<i>(353.15)</i>	<i>(Nil)</i>	<i>(431.51)</i>
Training & Education Income	490.73	-		490.73
	<i>(592.78)</i>	-		<i>(592.78)</i>
Reimbursement of Expenses received	879.42	-		879.42
	<i>(578.15)</i>	-		<i>(578.15)</i>
Amount Invested during the year	38.28			38.28
	<i>(-)</i>			<i>(-)</i>
Investment (buy back)	-			-
(Previous year)	<i>(220.72)</i>			<i>(220.72)</i>
Loans granted				
Loans and advances (opening Bal.) Apr'15	4,296.45	-		4,296.45
	<i>(4,127.68)</i>	-		<i>(4,127.68)</i>
Loans and advances				
Net loans and advances given/ (returned)	78.27	25.00		103.27
(Previous year)	<i>(168.76)</i>	<i>(Nil)</i>		<i>(168.76)</i>
Balances at the end of the year (March'2016)				
Loans and Advances	4,374.71	-		4,374.71
(Previous year)	<i>(4,296.45)</i>	-		<i>(4,296.45)</i>
Investments	9,067.35	-		9,067.35
(Previous year)	<i>(9,042.92)</i>	-		<i>(9,042.92)</i>
				-
Sundry Debtors	642.37	-		642.37
(Previous year)	<i>(354.48)</i>	-		<i>(354.48)</i>
Sundry Creditors	10.41	-		10.41
(Previous year)	<i>(5.56)</i>	-		<i>(5.56)</i>

Figure in italic and bracket represent Previous year's amount.

Related party relationship is as identified by the Management and relied upon by the Auditors.

There have been no write off /write back in case of any related party except provision for doubtful debts & write off disclosed elsewhere in financial statement. [See note 6 and note 8(d)].

- III. Out of the above items transactions with subsidiaries, Associates & Key Management Personnel in excess of 10% of total related party transactions are as under:

₹ In Lakhs

	Transaction	Relationship	2016	2015
a)	Training & education expenses			
	Attest Testing Services Ltd.	Subsidiary	61.58	77.06
b)	Training & education Income			
	Aptech Training Limited FZE Dubai	Subsidiary	456.03	584.31
c)	Reimbursement of expenses received			
	Attest Testing Services Ltd.	Subsidiary	351.45	248.32
	Maya Entertainment Ltd. (w.e.f 1.4.2013)	Subsidiary	447.34	329.83
d)	Expenditure			
	Managerial Remuneration			
	Mr. Ninad Karpe	Key Management Personnel	213.49	254.01
	Mr. Anuj Kacker		92.38	99.14
e)	Net Loans & Advances given / (returned)			
	Aptech Training Ltd. FZE, Dubai	Subsidiary	(11.64)	50.63
	Attest Testing Services Ltd.	Subsidiary	139.17	566.18
	Maya Entertainment Ltd. (w.e.f 1.4.2013)	Subsidiary	(220.41)	(641.50)
	Asian Institute of Communication & Research (AICAR)	Others	164.42	193.46
	Mr. Anuj Kacker	Key Management Personnel	25.00	-
f)	Amount realised on sale/buy back of part Investment			
	Aptech Training Ltd. FZE, Dubai	Subsidiary	-	220.72
g)	Amount Invested during the year			
	AGLSM SDN BHD - MALAYSIA	Subsidiary	38.28	-
h)	Investments			
	Maya Entertainment Ltd.	Subsidiary	6,074.35	6,074.35
	Aptech Venture Ltd.	Subsidiary	2,135.67	2,135.67
i)	Debtors	Subsidiary	588.06	313.23
	Aptech Training Ltd. FZE, Dubai			
j)	Creditors			
	Aptech Training Ltd. FZE, Dubai	Subsidiary	2.92	0.86
	Attest Testing Services Ltd.	Subsidiary	7.49	-

- 13) In accordance with the Scheme of Amalgamation ('the Scheme') of Maya Entertainment limited ('MEL') (a wholly owned subsidiary) with Avalon Aviation Academy Private Limited ('AAA') (Another Wholly Owned Subsidiary) was approved by Hon'ble High Court of Mumbai on 5th September 2014. The Scheme had become operational on 23rd September'2014 on filling of requisite forms with the Registrar of Companies with effect from appointed date. On and from effective date of the Scheme, Maya Entertainment Limited ceases to exist. Name of Avalon Aviation Academy private limited, thereupon was changed to Maya Entertainment limited effective from 21st October'2014.

- 14) Balances of trade receivables, trade payables, loans and advances are subject to confirmation and reconciliation.
- 15) The Company has constituted a CSR committee as required under Section 135 of the Act, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). As required under the Companies Act, 2013, the Company was required to contribute ₹ 48.43 lakhs during the financial year 2015-16 (₹ 44.38 lakhs Previous year). However the Company could contribute only ₹ 5.75 lakhs during the financial year 2015-16 (₹ 6.15 lakhs Previous year). The tie-up with the NGO's is yet to gather momentum and therefore the full contribution was not completed. The efforts are nevertheless on.
- 16) The Company has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts has been made in the books of account.
- 17) The Company's pending litigations comprise of claims against the Company primarily by the Civil & Consumer case pending with Courts. The Company has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. Refer Note 1-B of point 16 for details on contingent liabilities. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has recognized contingent liabilities of ₹ 551.81 lakhs as at 31 March 2016 (Previous Year ₹ 433.67 lakhs).
- 18) Effective April, 2014 the Company has charged Depreciation with reference to the estimated useful life of fixed assets prescribed by Schedule II of Companies Act, 2013 or based on Management assessment of useful life, if lower than what is prescribed under schedule II. Consequently, depreciation charge for the previous Year ended March 31, 2015 was higher by 26 lakhs .Further Based on the transitional Provision in note 7(b) of schedule II, an amount of ₹ 123.95 lakhs has been adjusted against retained earnings of the Company in financial year 2014-15.
- 19) The figures for the previous year have been regrouped / rearranged / reclassified wherever necessary.

Notes referred to above form an integral part of the financial statements.

As per our attached report of even date.

For and on behalf of

KHIMJI KUNVERJI & CO.

Chartered Accountants

(Firm Registration No. 105146W)

For and on behalf of the Board of Directors

APTECH LIMITED

SHIVJI K VIKAMSEY

Partner

(M. No. 2242)

NINAD KARPE

Managing Director & CEO

(Din: 00030971)

C. Y. PAL

Vice Chairman

(Din: 00106536)

Place : Mumbai

Date : 6th May, 2016

T. K. RAVISHANKAR

Executive Vice President & CFO

KETAN SHAH

Company Secretary

Primary Segment information : Business Segment

₹ in lakhs

Particulars	For the Year ended 31 st March 2016				For the Year ended 31 st March 2015			
	Retail	Institutional	Unallocable	Total	Retail	Institutional	Unallocable	Total
Revenue								
Income from Segment	7,204.73	1,793.26	108.96	9,106.95	8,046.86	1,794.88	303.37	10,145.11
Results before Interest and Tax and Exceptional Items	2,497.66	215.24	(1,703.24)	1,009.66	2,965.27	296.16	(1,610.93)	1,650.50
Add: Interest income	-	-	313.67	313.67	-	-	377.47	377.47
Less: Finance Cost	-	-	27.30	27.30	-	-	37.18	37.18
Profit / (loss) before Tax	2,497.66	215.23	(1,416.86)	1,296.03	2,965.27	296.16	(1,270.65)	1,990.79
Less : Taxation	-	-	277.00	277.00	-	-	342.00	342.00
Profit / (Loss) after Tax	2,497.66	215.23	(1,693.86)	1,019.03	2,965.27	296.16	(1,612.65)	1,648.79
Other Information								
Carrying amount of Segment Assets	3,567.54	762.18	-	4,329.72	3,237.51	744.75	-	3,982.26
Unallocable Assets	-	-	19,323.70	19,323.70	-	-	19,823.92	19,823.92
Carrying amount of Segment Liabilities	1,195.92	203.96	-	1,399.88	1,028.92	255.33	-	1,284.26
Unallocable Liabilities	-	-	657.77	657.77	-	-	1,485.20	1,485.20
Cost incurred to acquire Segment Fixed Assets during the year(net of inter Company Accumulated depreciation)	396.84	1.73	144.72	543.29	506.36	5.05	258.70	770.11
Depreciation / Amortization	423.04	18.39	200.77	642.20	380.28	25.04	171.66	576.98
Significant Non- Cash Expenditure	94.97	0.01	23.16	118.14	74.03	2.08	5.99	82.09

Secondary Segment information : Geographical segment

Particulars	2015-16			2014-15		
	Revenue from customers by location	Carrying amount of Segment assets by location	Addition to Fixed Assets	Revenue from customers by location	Carrying amount of Segment assets by location	Addition to Fixed Assets
India	7,023.45	3,698.85	542.49	7,643.22	3,388.21	766.97
Outside India	1,887.51	630.87	0.80	2,219.52	594.04	3.14
Total	8,910.96	4,329.72	543.29	9,862.74	3,982.26	770.11

SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY/ASSOCIATES/JOINT VENTURES AS PER COMPANIES ACT, 2013 (Form AOC-1)

₹ In Lakhs

Particulars	Name of Subsidiary Company										Joint Venture Associates		
	Maya Entertainment Limited	Attest Testing Service Limited	Agism Sdn.bhd. Malasiya	Aptech Worldwide Corporation USA	Aptech Training Limited. Fze, Dubai	Aptech Investment Enhancers Limited. Maritius	Aptech Ventures Limited. Maritius	Aptech Global Investment Limited. Maritius	Total Subsidiary	Aptech Hungama Digital Learning LLP	Aptech Philippines Incorporation		
Equity capital	2,764.21	8.28	105.45	409.50	66.61	209.46	209.46	362.70	4,135.69	4.00	1.68		
Preference capital		-	-	-	-	1,908.00	1,908.26	-	3,816.26				
Reserves	(3,867.56)	(198.68)	(83.79)	(413.75)	83.98	8,681.55	5.12	(372.09)	3,834.77	(0.49)			
Total Assets (exclude investments)	1,506.46	1,146.71	90.77	0.86	925.29	10,813.50	2,141.39	2.63	16,627.61	3.59	7.06		
Total Liabilities (excluding capital and reserves)	2,612.50	1,337.11	41.52	1.94	774.97	14.49	18.54	12.02	4,813.09	0.09	5.38		
Investment other than Investment in subsidiary	2.69	-		-	-	-	-	-	2.69				
Income	3,225.45	1,506.87	124.31	0.33	2,972.02	-	0.25	88.78	7,918.02	-			
Profit / (loss) before tax	131.29	(253.12)	27.93	(6.85)	55.77	(3.72)	(2.18)	49.06	(1.82)	(0.12)	(2.44)		
Provision for taxation	-	-	-	0.52	-	-	-	-	0.52				
Exceptional items									-				
Profit after tax	131.29	(253.12)	27.93	(7.38)	55.77	(3.72)	(2.18)	49.06	(2.35)	(0.12)	(2.44)		
Proposed/ Interim dividend	-	-	-	-	-	-	-	-	-				
Reporting currency (other than INR)			MYR	USD (\$)	USD (\$)	Euro	Euro	Euro					
Closing rate			16.77	66.33	66.33	75.10	75.10	75.10					
% Holding	100	100	100	100	100	100	100	100		50	40		

* The Annual Accounts for 2015-16 for all the subsidiaries are available at Company's registered office. Any investor either of holding company or any subsidiary company can seek any information at any point of time by making a request in writing to the Company Secretary of the Company.

**Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises
consolidated as Subsidiaries / Associates / Joint Ventures.**

Name of the Enterprise	Reporting Currency	Net Assets i.e. total assets minus total liabilities		Share in Profit or loss	
		As % of Consolidated Net Asset	₹ in Lakhs	As % of Consolidated Profit or loss	₹ in Lakhs
Parent					
Aptech Limited	₹	96.28	22,008.07	100.21	1,019.03
Subsidiaries					
Indian					
Maya Entertainment Limited (Merged with Avalon Aviation Academy Private Limited w.e.f 1 st April'13) (Refer Point no B-2 of Note 16)	₹	(31.40)	(7,177.63)	12.91	131.29
Attest Testing Services Limited	₹	(0.87)	(198.68)	(24.89)	(253.12)
Foreign				-	
AGLSM SDN.BHD	MYR	(0.37)	(83.47)	2.75	27.93
Aptech Worldwide Corporation, USA	USD (\$)	(1.81)	(413.75)	(0.70)	(7.15)
Aptech Training Limited FZE	USD (\$)	2.10	481.08	5.48	55.77
Aptech Investment Enhancers Limited (Subsidiary of Aptech Ventures Limited)	Euro (€)	37.98	8,682.73	(0.37)	(3.72)
Aptech Ventures Limited	Euro (€)	(0.14)	(32.55)	(0.21)	(2.18)
Aptech Global Investment Limited (Subsidiary of Aptech Training Limited FZE)	Euro (€)	(1.79)	(408.73)	4.82	49.06
Other Investments					
Aptech Hungama Digital Learning LLP	₹	0.01	1.76	(0.01)	(0.12)
Aptech Philippines Incorporation	Peso	0.00	0.67	-	-
Total	₹	100.00	22,859.50	100.00	1,016.88

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of APTECH LIMITED will be held on Tuesday, 27th September 2016 at M.C. Ghia Hall, Suryodaya Banquets, 18/20, 4th Floor, Bhogilal Hargovindas Building, K. Dubash Marg, Kalaghoda, Fort, Mumbai 400001 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Profit and Loss Accounts for the financial year ended 31st March, 2016, the Balance Sheets as at that date and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Rakesh Jhunjunwala who retires by rotation and being eligible offers himself for reappointment.
3. To re-appoint M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company on such remuneration as agreed upon by the Board of Directors payable in connection with the audit of the Accounts of the Company for the financial year 2016-17.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Asit Koticha [DIN:00034266], who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing under Section 160 of the Act along with requisite deposit proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company upto 21st June 2021, subject to satisfying the criteria of independence in terms of the Companies Act 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation”

5. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013, and subject to such other approvals, permissions, or sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to decide and to pay the remuneration by way of commission (over and above the payment of sitting fees) to the Directors of the Company other than the Managing and Whole-time Directors of the Company, a sum not exceeding 1% per annum of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 during financial year.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and subject to such other consent and approvals, as may be required and subject to such conditions as may be imposed by the authority granting such consent or approvals, the Company hereby approves the appointment of Mr. Anil Pant [DIN: 07565631] who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, signifying his intention to propose his candidature for the office of director, as a director of the Company and his appointment as ‘Managing Director & CEO (Designate)’ with effect from 21st July 2016 and as ‘Managing Director & CEO’ with effect from 3rd November 2016 to hold office as ‘Managing Director & CEO’ upto 20th July 2021, upon the terms as set out in the Explanatory Statement annexed to this Notice, which is specifically sanctioned with authority to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof for the time being authorized to exercise powers conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said appointment and/ or agreement in such manner as the Board may deem fit and as may be agreed to between the Board of Directors and Mr. Pant.

RESOLVED FURTHER that the Board of Directors of the Company on recommendation from the Nomination & Remuneration Committee of the Board be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. Anil Pant, as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by way of any government guidelines or instructions.”

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Pant be not reduced and the recovery of excess remuneration paid, if any, be waived subject to the approval of the Central Government and / or the shareholders and if such approval in that regard is not received, then the maximum permissible remuneration under Schedule V of the Companies Act, 2013 as may be in force shall be the remuneration payable to him.”

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the 'Aptech Limited Employee Stock Option Plan 2016' (hereinafter referred to as the "Aptech ESOP 2016" / "Plan") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time up to 44,32,620 (Forty Four Lacs Thirty Two Thousand Six Hundred twenty) Employee Stock Options being 11.11% of the paid-up Equity Share Capital of the Company as on 31st March 2016, to the permanent employees including those joining on or before 31st December, 2016 as permanent employees of the Company and its wholly owned subsidiaries including directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether wholetime or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than 44,32,620 fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 10 each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

"RESOLVED FURTHER THAT the Board provides sole discretion to the Remuneration Committee formed for this purpose be and is hereby authorised to issue and allot Equity shares upon exercise of Employee Stock Option Plans ("ESOPs") from time to time in accordance with the Aptech ESOP 2016 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to the Managing Director of the Company shall be upto 30% of the total number of Options."

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any employee including any Director of the Company, in any financial year and in aggregate under the Aptech ESOP 2016 would be more than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company and a separate special resolution shall be passed to this effect ."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 44,32,620 Employee Stock Options and Equity Shares respectively shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT the total number of new shares to be granted shall not exceed 11.11% of the total paid up equity capital as on 31st March 2016."

"RESOLVED FURTHER THAT the Board or its Committee thereof be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Aptech ESOP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Aptech ESOP 2016 and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT the Committee would have the sole discretion for making such modifications or adaptations to the scheme as may be required, from time to time and that it shall at its absolute discretion accelerate the grant of options to the employees at any time during the operation of the scheme."

"RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Aptech ESOP 2016."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the Aptech ESOP 2016 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing its committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of Aptech ESOP 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions

for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

8. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the 'Aptech Limited Employee Stock Option Plan 2016' (hereinafter referred to as the "Aptech ESOP 2016"/ "Plan") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time up to 13,29,780 (Thirteen Lacs Twenty Nine Thousand Seven Hundred and Eighty) Employee Stock Options, (being 30% of the total Employee Stock Options granted) exercisable into not more than 13,29,780 fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 10 each, through new issue of shares at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

"RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity shares upon exercise of Employee Stock Option Plans ("ESOPs") from time to time in accordance with the Aptech ESOP 2016 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to implement 'Aptech Limited Employee Stock Option Plan 2016' (hereinafter referred to as the "Aptech ESOP 2016"/ "Plan") through issue of new shares to the Employees.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representatives to attend and vote on their behalf in the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2016 to 27th September 2016 (both days inclusive)
6. Details under the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
7. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
8. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2015-16 will also be available on the Company's website www.aptech-worldwide.com for their download.
9. Members/Proxies should bring the Attendance Slip, duly filled in for attending the meeting and are also requested to bring their copies of the Annual Report.

10. Those Members who have so far not encashed their dividend warrants in respect of the dividend declared for the period/year ended 31st March, 2010 (final), 31st March 2011 (final), 31st March 2012 (interim), 31st March 2012 (final), 31st March 2013 (interim) 31st March 2013 (final), 31st March 2014 (two interims), 31st March 2015 (two interim), 31st March, 2016 (interim) may approach the Company or Registrar and Share Transfer Agents for the payment thereof.

11. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and SEBI circular dated 17th April 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The process and instructions for e-voting are as under :

- (i) The voting period begins on 24th September, 2016 from 9.00 a.m and ends on 26th September, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Aptech Limited on which you choose to vote.

- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- (xxiii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xxiv) Members can choose only one of the two options, namely, e-voting or voting through physical ballot form. In case, the votes are cast through both the formats, then votes cast through e-voting shall stand cancelled and those votes cast through physical Ballot Form would be considered subject to the physical Ballot Form being found to be valid.
- (xxv) The Scrutinizer’s decision on the validity of a ballot form will be final.
- (xxvi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period and last date of receipt of physical Ballot Forms, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- (xxvii) The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.dsl-india.com and on the website of CDSL within three (3) days of passing of the resolutions of the Annual General Meeting of the Company and communicated to the BSE Limited and The National Stock Exchange Limited.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item 4.

As the provisions of Section 149(4) of the Act have come into force with effect from 1st April, 2014, every listed company with a Non-Executive Chairperson who is a promoter of the listed company is required to have at least one-half of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

Mr Asit Koticha was appointed as an Additional Director (Non-Executive Independent Director) of the Company vide a Circular Resolution passed by the Board of Director dated 22nd June 2016.

Mr Asit Koticha has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr Asit Koticha fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above Mr Asit Koticha as Independent Director is now being placed before the Members in the Annual General Meeting for their approval.

Mr. Asit Koticha [DIN:00034266] aged about 58 years was a Nominee Director of the Company from 28th October 2005 to 22nd June 2016. Mr Asit Koticha possesses a Bachelors Degree in Commerce from Mumbai University. He is the Chairman and Founder of ASK Group and has over three decades of experience in the Indian capital markets and is well renowned in the Indian financial markets. He has featured in CNBC TV18's 'Wizards of Dalal Street'. Under his mentorship, ASK Group has developed independent and focused expertise in the areas of Equity Research, Asset Management (both Equities and Real Estate), Financial Planning and Wealth Advisory. He has also been involved in providing research based portfolio management services for high networth individuals.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that Mr Asit Koticha's continued association would be of immense benefit to the Company and it is desirable to avail services of Mr Asit Koticha as an Independent Director. Accordingly, the Board recommends the Ordinary Resolutions set out at Items No. 4 of the Notice for approval by the Members.

Mr Asit Koticha is interested in the Resolution mentioned at Item No. 4 of the Notice with regard to his appointment. Other than Mr Asit Koticha as appointee, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Regulation 26(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item no. 5.

In terms of the provisions of Section 197 of the Companies Act, 2013, the Directors who are neither in the wholetime employment of the Company nor a managing director may be paid remuneration by way of commission not exceeding 1% of the net profits in aggregate to all such Directors if a company has a managing director or wholetime director.

Section 197 of the Companies Act, 2013, requires consent of the shareholders by a special resolution at the general meeting for the payment of commission to non-executive directors of the Company. Hence the special resolution as per item no, 5 of the notice seeks to authorize payment of 1% commission on net profits to the non-executive directors.

Except Mr. Ninad Karpe, Managing Director & CEO, Mr. Anuj Kacker, Wholetime Director and Mr. Anil Pant, Managing Director & CEO (Designate), all the Directors of the Company may be deemed to be interested or concerned in the resolution to the extent of commission which may be received by them.

Item no. 6.

The Board of Directors of the Company had at their meeting held on 6th May 2016 accepted Mr. Ninad Karpe's resignation as Managing Director & CEO of the Company and it was agreed that Mr. Karpe would continue in the said position in terms of his appointment which is for a period of 180 days from the date of resignation in order to enable smooth transition.

Mr. Anil Pant was identified by the Nomination and Remuneration Committee ("Committee") as a candidate. In order to ensure a smooth transition, the Board had on the recommendation of the Committee approved the appointment of Mr. Anil Pant as a "CEO Designate" of the Company effective from 1st July 2016. Subsequently, the Board of Directors approved the appointment of Mr. Pant as an Additional Director and also approved his appointment as 'Managing Director & CEO (Designate)' with effect from 21st July 2016 and as a "Managing Director & CEO" effective from 3rd November 2016 upto 20th July 2021 upon such terms of remuneration hereinafter indicated, subject to the approval of the shareholders of the Company at a general meeting.

Mr. Anil Pant brings with him an experience of over 26 years which includes an experience of 12 years in handling P&L of various companies. He has held diverse roles in various companies including Blow Plast, Crompton Greaves, Wipro, Tally, Sify and TCS. Out of 26 yrs of experience, Anil has spent more than 15 years in IT and communication space handling various responsibilities including Quality, sales, Marketing, Delivery, Product management culminating in to P&L responsibility in last few roles. Mr. Pant did his engineering from Bangalore University and is certified six sigma black belt.

The terms of remuneration of Mr. Pant are as under:

Remuneration: CTC Rs.1,77,40,000/- per annum. In addition to this, Mr. Pant will be provided the following:

- A chauffeur driven company maintained car provided by the company.
- Medclaim for Rs.7,50,000/- for self and 3 dependents as per company rule. The premium will be borne by the Company.
- Official Mobile Bills (Rent + Usage) at actuals will be paid by the company

In accordance with the Articles of Association of the Company, the office of the Managing Director of the Company is liable to retire by rotation at the Annual General Meeting of the Company.

The Company has received special notice in writing along with deposit as required under Section 160 of the Act, proposing the candidature of Mr. Anil Pant for appointment as director of the Company.

Mr. Pant has given a declaration to the Company that he is not disqualified under Section 164 of the Act for appointment as a director under the Act and has also given his consent to act as the Director of the Company.

As required under Clause 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, additional information required to be furnished in respect of Mr. Pant is set out in the Annexure to the Notice.

As per the provisions of Section 196, 197, 203 read with Schedule V of the Act, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the terms of appointment and remuneration are required to be approved by the Members of the Company.

The Board recommends the Special Resolution set out in the Notice for approval by the Members.

The copy of the board resolution, the letter of appointment issued to Mr. Pant setting out the aforesaid terms of remuneration is available for inspection by the Members at the Registered Office of the Company during working hours on any working day of the Company upto and including the date of the Annual General Meeting.

Except Mr. Pant, none of the Directors and Key Managerial Personnel of the Company or their relatives are interested in the Resolution set out in Item No. 6 of the Notice

Item no. 7 & 8.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Company(ies) for their continuous hard work, dedication and support, which has led the Company and the Subsidiary Company(ies) on the growth path. The Company intends to implement Aptech Limited ("Aptech ESOP 2016"/ "Plan") with a view to attract and retain key talents working with the Company and its Subsidiary Company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks members' approval in respect of Aptech ESOP 2016 and grant of Stock Options to the eligible employees/ Directors of the Company that of its Subsidiary Company(ies) as decided by the Compensation Committee from time to time in due compliance of the SEBI SBEB Regulations.

The main features of the Aptech ESOP 2016 are as under:

1. Total number of Options to be granted:

44,32,620 (Forty Four Lacs Thirty Two Thousand Six Hundred Twenty)Options would be available for grant to the eligible employees of the Company under Aptech ESOP 2016, in one or more tranches exercisable into not exceeding 44,32,620 Equity Shares in aggregate in the Company of face value of Rs. 10/- each fully paid-up.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of Aptech ESOP 2016.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Options or Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI SBEB Regulations.

2. Identification of classes of employees entitled to participate in Aptech ESOP 2016

Following classes of employees are entitled to participate in Aptech ESOP 2016:

- a) Permanent employees including those joining on or before 31st December, 2016 as permanent employee of the Company and its subsidiaries, working in India or out of India;
- b) Directors of the Company; and
- c) Directors of the Subsidiary Company(ies).

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

3. Transferability of Employee Stock Options:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees.

4. Requirements of vesting and period of vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Compensation Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 2 years.

Options granted shall vest in various tranches i.e. 30% of the options granted shall vest in the third year, 30% of the options granted shall vest in the fourth year and balance 40% of the options granted shall vest in the fifth year.

Provided that as per the above vesting schedule, 50% of the vested options in 3rd, 4th and 5th year shall be on the basis of the tenure of the Eligible Employee and the remaining 50% shall vest considering the performance of the Eligible Employee as determined by the Compensation Committee.

5. Maximum period within which the Options shall be vested:

Options granted under Apecth ESOP 2016 would vest subject to maximum period of 5 years from the date of grant of such Options to Employees.

6. Exercise price or pricing formula:

The Exercise Price per Option, shall be Rs 67/- (Rupees Sixty Seven only).

7. Exercise period and the process of Exercise:

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of upto 1 year from the date of vesting of such Options.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Compensation Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under Aptech ESOP 2016:

The appraisal process for determining the eligibility of the employees will be decided by the Compensation Committee from time to time.

The employees would be granted Options under the Aptech ESOP 2016 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Compensation Committee from time to time.

9. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee of the Company under the Plan, in any financial year and in aggregate under the Aptech ESOP 2016 would be more than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company." A separate special resolution shall be passed to this effect.

10. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

11. Method of Option Valuation:

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the Options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the company shall also be disclosed in the Directors' report.

Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, under the Plan.

The Directors recommend the resolutions for your approval.

Item no. 9

The Company intends to implement Aptech Limited Employee Stock Option Plan 2016 ("Aptech ESOP 2016"/ "Plan") with a view to attract and retain key talents working with the Company and its Subsidiary Company(ies). Your Company contemplates implementation of the Plan through new issue of 44,32,620 (Forty Four Lacs Thirty two Thousand Six Hundred and Twenty) Equity Shares within the term of the Plan.

The Board of Directors of the Company at its meeting on 19th August 2016 approved Aptech ESOP 2016 envisaging aforesaid number of Equity Shares.

Consent of the members is being sought by way of a special resolution pursuant to Regulation 6 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, under the Plan.

The Directors recommend the resolution for your approval.

By Order of the Board of Directors

Place: Mumbai
Date: 19th August, 2016

Ketan H. Shah
Company Secretary

Route Map



**Details of directors seeking appointment required under Clause 36 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirement) Regulations, 2015**

Name of Director	Mr. Rakesh Jhunjunwala	Mr. Asit Koticha	Mr. Anil Pant
Date of Birth	5 th July, 1960	14 th June, 1958	19 th December, 1967
Date of Appointment	28 th October, 2005	22 nd June, 2016	21 st July, 2016
Qualification	CA	B.Com	Engineering
Nature of his expertise in specific functional areas	Proprietary Investment & Share Trading	Equity research, Investment Management & Institutional Brokerage	General Management
Relationship inter-se with other directors/ key managerial personnel	-	-	-
Directorship in other listed Indian companies	Delta Corp Limited Geojit BNP Paribas financial services limited	NIL	NIL
Chairman/Member of any committee of the board of directors	-	NIL	NIL
Shareholding, if any in the Company	50,19,100	NIL	NIL

NOTES

[illegible]



Aptech Limited

Registered Office: Aptech House, A -65, M.I.D.C., Marol, Andheri (E), Mumbai 400093.
Tel.: 022 28272300 • Fax: 91 22 2827 2399 • CIN –L72900MH2000PLC123841 • Website: www.aptech-worldwide.com

ATTENDANCE SLIP

Name of the Member(s) :
Registered address :
E-mail Id :
Folio No./Client ID No:
DP ID :

I confirm that I am a member/proxy for a member of the Company.

I hereby record my presence at the Sixteenth Annual General Meeting of APTECH LIMITED will be held on Tuesday, 27th September 2016 at M.C. Ghia Hall, Suryodaya Banquets, 18/20, 4th Floor, Bhogilal Hargovindas Building, K. Dubash Marg, Kalaghoda, Fort, Mumbai 400001 at 4.00 p.m.

Name of the Member/Proxy

Signature of attending Member/Proxy holder(s)

*Applicable for Investors holding shares in electronic form.

NOTE: Members attending the meeting in person or by proxy are requested to complete this attendance slip and handed over at the entrance of the Meeting Hall.



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• Website: www.aptech-worldwide.com

PROXY FORM

Name of the Member(s) :
Registered address :
E-mail Id :
Folio No./Client ID No:
DP ID :

I/We, being the member(s) of _____ Shares of Aptech Limited, hereby appoint

1. Name : _____ E-mail Id: _____
Address: _____ Signature: _____
or failing him
2. Name : _____ E-mail Id: _____
Address: _____ Signature: _____
or failing him
3. Name : _____ E-mail Id: _____
Address: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the the Sixteenth Annual General Meeting of APTECH LIMITED will be held on Tuesday, 27th September 2016 at M.C. Ghia Hall, Suryodaya Banquets, 18/20, 4th Floor, Bhogilal Hargovindas Building, K. Dubash Marg, Kalaghoda, Fort, Mumbai 400001 at 4.00 p.m and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Accounts, Report of Board of Directors and Auditors for year ended 31st March, 2016.
2. Re-appointment of Mr. Rakesh Jhunjhunwala as Director retiring by rotation.
3. Re-appointment of M/s. Khimji Kunverji & Co., Chartered Accountants as Statutory Auditors.
4. Appointment of Mr. Asit Koticha as an Independent Director.
5. Payment of commission to Non Executive Directors.
6. Appointment of Mr. Anil Pant as Managing Director & CEO.
7. Approval of Employee Stock Option Plan 2016 and grant of Employee Stock Options.
8. Grant of ESOP to the Managing Director of the Company.
9. Implementation of Aptech Limited Employee Stock Option Plan 2016.

Signature(s) of Member(s) _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

NOTE: The Proxy, in order to be effective, must be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Disclaimer : In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risk, uncertainties and ever inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forwardlooking statements, whether as a result of new information, future events or otherwise.





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