

**20th
Annual Report
2011-2012**

APTUS INDUSTRIES LIMITED

[Formerly known as Lordven Technologies Limited]

CORPORATE INFORMATION**Board of Directors :**

- | | |
|-----------------------------|---------------------|
| 1. Mr. P. Obul Reddy | - Managing Director |
| 2. Mr. A. Prabhakara Rao | - Director |
| 3. Mr. K. Ravi Babu | - Director |
| 4. Mr. Jagadeeswara Reddy R | - Director |

Company Secretary :**Mr. Aravind Aitipamula****Registered Office:**

House No: 8-3-945,
Third Floor, Flat No-305D,
Pancom Business Centre,
Ameerpet, Hyderabad- 500073

Auditors :

M/s M. M. Reddy & Co.
Chartered Accountants, Hyderabad

Audit Committee :

- 1) Mr. K.Ravi Babu
- 2) Mr. Jagadeeswara Reddy R
- 3) Mr. A. Prabhakara Rao

Remuneration Committee:

- 1) Mr. K.Ravi Babu
- 2) Mr. Jagadeeswara Reddy R
- 3) Mr. A. Prabhakara Rao

Investor Grievance Committee:

- 1) Mr. K.Ravi Babu
- 2) Mr. Jagadeeswara Reddy R
- 3) Mr. A. Prabhakara Rao

Listing/Trading :

- 1) Ahmedabad Stock Exchange Limited
- 2) Madras Stock Exchange

Registrar & Share Transfer Agents:

Aarathi Consultants Pvt. Ltd.
1-2-285, Domalaguda,
Hyderabad - 500 029.
Ph: 040-27638111, 27634445
Fax:040-27632184
info@aarthiconsultants.com

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Shareholders of **APTUS INDUSTRIES LIMITED** will be held on Monday, the 24th September 2012 at 11.00 AM at the registered office House No: 8-3-945, Third Floor, Flat No: 305D, Pancom Business Center, Ameerpet, Hyderabad - 500073 to transact the following business:

ORDINARY BUSINESS :

1. To receive consider and adopt the audited Balance sheet as on 31st March, 2012 audited profit and Loss A/c for the year ended on that date along with the report of Directors and Auditors thereon.
2. To appoint a director in place of Mr. A. Prabhakara Rao who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M.M. Reddy & Co, as statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at at remuneration as may be fixed by board of Directors.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956 and Rules framed there under, the existing Articles of Association of the Company be and is hereby amended as under :

- i) After Article 76 of the Articles of Association of the Company, the following new Article 76 A shall be inserted:

76A: The Board may provide video conference facility and/or other permissible electronic mode of communication to the shareholders of the Company for participating in General Meetings of the Company. Such participation by the shareholders at General Meetings of the Company through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force.

- ii) After Sub-Article (2) of Article 117 of the Articles of Association of the Company, the following new sub article (3) shall be inserted:

- (3): Directors may participate in Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible

electronic mode of communication. Such participation by the Directors at Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force."

"FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or any person which the Board may nominate/constitute to exercise its powers, including the powers by this Resolution) be and is hereby authorized to carry out the abovementioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution."

**For and on behalf of the Board
APTUS INDUSTRIES LIMITED**

Sd/-

P. Obul Reddy

Managing Director

Place: Hyderabad

Date : 31.08.2012

NOTES:

1. An Explanatory Statement pursuant to section 173(2) of the companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. The Register of Members and Share Transfer Books of the Company will be closed from 21.09.2012 to 24.09.2012 (Both days inclusive).
4. Members are requested to produce the Attendance Slip duly signed as per the Specimen Signature recorded with the Company/Depository Participant for admission to the meeting hall.
5. A Member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the company at least 7 working days prior to the meeting, so that the required information can be made available at the meeting.
6. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e. Electric /Telephone Bill, Driving License or a copy of passport and Bank particulars to the company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the company/RTA without delay.
7. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.
8. It shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of transfer of shares for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed companies.
9. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 53 of the Companies Act, 1956. Keeping in view shareholders are requested to update their E-Mail ID with their DP.

**For and on behalf of the Board
APTUS INDUSTRIES LIMITED**

Sd/-

P. Obul Reddy

Managing Director

Place : Hyderabad

Date : 31.08.2012

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 4:

The Ministry of Corporate Affairs (MCA), Government of India, New Delhi vide General Circulars No.27/2011 and 28/2011 dated May 20, 2011 and Circular No. 35/2011 dated June 06, 2012 have permitted the companies to hold Board Meetings and Shareholders' Meetings through video conference facility, as part of the Green Initiatives under Corporate Governance.

Further, MCA vide Circular No. 72/2011 dated December 27, 2011 made the video conference facility at the Shareholders' Meetings optional to the Company. In order to provide video conference facility to its Directors and Shareholders, your Company has been advised to carry out necessary amendments in the existing Articles of Association of the Company by inserting enabling provisions. In terms of Section 31 of the Companies Act, 1956, approval of the Members by way of a Special Resolution is required to amend the Articles of Association of the Company.

The Articles of Association with alterations proposed therein as referred to in the Notice shall be available for inspection by the Members on any working day except holidays observed by the Company during usual business hours up to the date of the Meeting and will also be available at this Annual General Meeting.

Accordingly, your Board recommends passing of the Resolution No. 4 as a Special Resolution.

None of the Directors is interested or concerned in this Resolution.

**For and on behalf of the Board
APTUS INDUSTRIES LIMITED**

Sd/-

P. Obul Reddy

Managing Director

Place: Hyderabad

Date : 31.08.2012

DIRECTORS' REPORT

To
The Members

We have pleasure in presenting the 20th Annual Report with Audited Statements of Accounts for the year ended 31st March 2012.

FINANCIAL RESULTS:**(In Rupees)**

Particulars	2011-12	2010-11
Income	6,32,20,714	6,06,56,220
Expenditure	6,23,19,038	5,98,01,774
Profit for the year	6,11,017	5,91,137
Add: Loss brought forward	1,66,29,223	1,60,38,086
Profit / (Loss) carried to Balance Sheet	1,72,40,240	1,66,29,223

PERFORMANCE REVIEW:

The Ministry of Corporate Affairs (MCA) vide notification no. S.O. 447(E) dated 28th February, 2011 amended the existing Schedule VI to the Companies Act, 1956. The Revised Schedule VI is applicable from financial year commencing from 1st April, 2011. The financial statements of your Company for the year ended 31st March, 2012 have been prepared in accordance with the Revised Schedule VI and accordingly, the previous year's figures have been reclassified/regrouped to conform to this year's classification.

The Company has recorded a turnover of Rs. 6,32,20,714 and the profit of Rs. 6,11,017 in the current year against the turnover of Rs. 6,06,56,220 and profit of Rs. 5,91,137 in the previous financial year ending 31.03.2011.

The Company has been continuously working on quality up gradation and austerity measures for achieving efficient running of the organization.

DIVIDEND :

Keeping the Company's expansion and growth plans in mind, your Directors have decided not to recommend dividend for the year.

PUBLIC DEPOSITS :

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

LISTING :

The equity shares of your company are listed on The Ahmedabad Stock Exchange and Madras Stock Exchange.

CHANGE IN NAME THE COMPANY:

With the approval of the shareholders on 08-01-2012 by Postal Ballot in pursuant to Section 192A of the Companies Act.1956 read with the Companies (passing of Resolution by Postal Ballot) Rules, 2001. The name of the company is altered form M/s Lordven Technologies Limited to M/s. Aptus Industries Limited.

CAPITAL OF THE COMPANY:

During the period, the Authorised Capital of the company stands at Rs.4,00,00,000 of 40,00,000 Equity shares of Rs 10/- each and paid up capital of Rs.3,60,00,000 of 36,00,000 Equity shares of Rs 10/- each.

DEMAT CONNECTIVITY:

To provide several benefits to the investors in dealing with the securities of the company in the month of January 2012, your company has obtained Demat connectivity from both the depositories i.e; National securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL).

CHANGE IN REGISTERED OFFICE:

During the year the registered office of the company is shifted from Flat No 5, Sai Master Apartments, V.R Nagar, Hyderabad - 500038 to House No: 8-3-945, Third floor, Flat No-305 D, Pancom Business Centre, Ameerpet, Hyderabad- 500073.

WEBSITE:

Your company has launched an official website as www.apтусindustries.in for providing better communication facility to the investors relating to the material facts of the company.

MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed review of operations, performance and future outlook of your Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Report.

INSURANCE:

The company's assets have been adequately insured against major risks.

DIRECTORS:

In accordance with the Companies Act, 1956 read with Articles of Association

of the company the Director namely A. Prabhakara Rao retires by rotation and is eligible for re-appointment. Your Board recommends the re appointment of the Director above in the best interests of the company

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm

- i) That the directors in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) That the directors had selected such accounting policies and 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 at the end of the financial year.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and deleting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on the going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

The required information as per Sec.217 (1) (e) of the Companies Act 1956 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

1. Research and Development (R&D) : NIL
2. Technology absorption, adoption and innovation : NIL

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings	:	NIL
Foreign Exchange Outgo	:	NIL

PARTICULARS OF EMPLOYEES:

There is no employee who is falling under section 217 (2A). Therefore, the disclosures required to be made under section 217 (2A) of the Companies Act, 1956 and the rules made there under are not applicable.

CODE OF CONDUCT:

The Code of Conduct has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. Code of Conduct has also been placed on the website of the company. A declaration signed by the Managing Director is given in Annexure.

AUDITORS:

Your directors propose the appointment of M/s. M. M. Reddy & Co. as statutory auditors to hold office until the conclusion of the next Annual General Meeting of the company.

CORPORATE GOVERNANCE

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors, Forms part of this Report as Annexure.

ACKNOWLEDGEMENTS:

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

DECLARATION BY MANAGING DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders

I, P. Obul Reddy, Managing Director of the Company do hereby declare that

the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

**For and on behalf of the Board
APTUS INDUSTRIES LIMITED**

Sd/-

P. Obul Reddy

Managing Director

Place: Hyderabad

Date : 31.08.2012

REPORT ON CORPORATE GOVERNANCE

(Forming part of Directors' Report)

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Fairness, accountability, disclosures and transparency form the four pillars of your Company's philosophy of Corporate Governance. Your Company strongly believes that for attaining sustainable growth in this competitive corporate world, Corporate Governance is a pre-requisite. The governance practices followed by your Company have played a vital role in its journey of continued success. Our endeavour over the years has been to strengthen the governance processes and systems attributing to constant improvisations, sustainability, profitable growth and creating long-term value for the stakeholders.

All the procedures, policies and practices followed by your Company are based on sound governance principles.

Comprehensive disclosures, structured accountability in exercise of powers, adhering to international standards and commitment in compliance with regulations and statutes in letter as well as spirit have enabled your Company to enhance shareholder value. In fact, this has become an integral part of the way business is done. The governance practices followed by your Company are continuously reviewed and the same are benchmarked to the best governed companies.

Your Company has complied with all the regulations stipulated by the Securities Exchange Board of India (SEBI) in the Listing Agreement.

II. BOARD OF DIRECTORS

- a.) The Board of Directors consists of 4 Members of whom 2 are Non-Executive Independent Directors and 2 is Promoter Non-Executive Director. The Composition of the Board is in conformity with the listing requirements.
- b.) The details of the Directors being appointed/ re-appointed on retirement by rotation at the ensuing Annual General Meeting, as required pursuant to Clause 49(IV) (G) of the Listing Agreement, are mentioned in the Notice to the Annual General Meeting, forming part of the Report.
- c.) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited

companies, section 25 companies and of companies incorporated outside India. Chairmanship/ Membership of Board Committees include only Audit and shareholders/ investor Grievance Committees.

- d.) Pecuniary relationship or transaction of the Non - executive Directors vis-à-vis the company. None of the Non-executive Directors has any pecuniary relationship or transactions with the company.
- e.) The Board of Directors met 6 times during the year on 30.04.2011, 30.07.2011, 31.10.2011, 01.12.2011, 08.12.2011 and 14.02.2012 and the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

The details of Composition of Board of Directors, directors' attendance at Board Meetings, AGM and details of other directorships, committee chairmanships/memberships held by the Directors during the year are as follows:

S.No	Name of the Directors	Category	Attendance Particulars			No. of other Directorships and Committeememberships /chairmanships		
			No. of Board meetings held during the tenure of the director	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship	
			Held	Attended				
1.	Mr. P. Obul Reddy	Promoter Executive	5	5	Yes	3	NIL	NIL
2.	Mr. A. Prabhakara Rao	Promoter -Executive	5	5	Yes	NIL	NIL	NIL
3.	Mr. K. Ravi Babu	Independent Non-Executive	5	5	Yes	NIL	NIL	NIL
4.	Mr. Jagadeeswar Reddy R	Independent Non- Executive	5	5	Yes	NIL	NIL	NIL

Board's Procedure:

Agenda papers along with explanatory statements were circulated to the directors in advance for each of these meetings. All relevant information

as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

Committees of the Board:

Currently, there are four (4) Committees of the Board, namely: Audit Committee, Remuneration Committee, Shareholders/ Investors Grievance Committee and Share Transfer Committee. The Board decides the terms of reference for these Committees. The minutes of the meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder.

III. AUDIT COMMITTEE

- a) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- b) The terms of reference of the Audit Committee include a review of;
 - Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
 - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
 - Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
 - Reviewing with management the annual financial statements before submission to the Board, focusing on:
 1. Any changes in accounting policies and practices;
 2. Qualification in draft audit report;
 3. Significant adjustments arising out of audit;
 4. The going concern concept;
 5. Compliance with accounting standards;
 6. Compliance with stock exchange and legal requirements

concerning financial statements;

7. Any related party transactions

- Reviewing the company's financial and risk management's policies.
 - Disclosure of contingent liabilities.
 - Reviewing with management, external and internal auditors, the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 - Discussion with internal auditors of any significant findings and follow-up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into the 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.
 - Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - Reviewing compliances as regards the Company's Whistle Blower Policy.
- c) The previous Annual General Meeting of the Company was held on 22nd September 2011 and Mr. K. Ravi Babu, Chairman of the Audit Committee, attended previous AGM.
- d) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2011-2012, (4) four meetings of the Audit Committee were held on the 30.04.2011, 30.07.2011, 31.10.2011, and 14.02.2012.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings attended
Mr. K. Ravi Babu	Chairman	NED (I)	4
Mr. R. Jagadeeswar Reddy	Member	NED (I)	4
Mr. A. Prabhakara Rao	Member	ED (P)	4

NED (I) : *Non Executive Independent Director*

ED (P) : *Executive Director Promoter*

The necessary quorum was present at all the meetings.

IV. REMUNERATION COMMITTEE

The details of composition of the Committee are given below:

Name	Designation	Category
Mr. K. Ravi Babu	Chairman	NED (I)
Mr. R. Jagadeeswar Reddy	Member	NED (I)
Mr. A. Prabhakara Rao	Member	ED (P)

Terms of reference:

The main term of reference of the Committee is to approve the fixation/ revision of remuneration of the Managing Director/Whole Time Director or other key employees of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications

and experience of the Directors, responsibilities shouldered, individual performance etc.

The details of remuneration paid to the Executive Directors for the financial year 2011-12 are given below:

Name of the Director	Designation	Salary (Rs in Lakhs)	Commission (Rs in Lakhs)	Perquisites (Rs in Lakhs)	Retirement Benefits (Rs in Lakhs)
Mr. P. Obul Reddy	Managing Director		Nil	Nil	Nil

V. SHAREHOLDERS / INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE

A.) Composition, meetings and the attendance during the year:

The Details of composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category
Mr. K. Ravi Babu	Chairman	NED (I)
Mr. R. Jagadeeswar Reddy	Member	NED (I)
Mr. A. Prabhakara Rao	Member	ED (P)

B.) Powers:

The committee has been delegated with the following powers:

- To redress shareholders and investor complaints relating to transfer of shares, dematerialization of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.
- To approve, transfer, transmission, and issue of duplicate/ fresh share certificate(s).
- Consolidate and sub-division of share certificate etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc. received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

The Board has designated Mr. A. Aravind, Company Secretary as the Compliance Officer.

The Company has designated an exclusive e-mail ID www.apтусindustries.in for redressal of shareholders' complaints/grievances.

Complaints received and redressed by the Company during the financial year:

During the year no complaints were received.

S.No	Particulars	Remarks
1.	At the beginning of the year	NIL
2.	Received during the year	NIL
3.	At the end of the year	NIL

VI. GENERAL BODY MEETINGS:

a) Annual General Meeting:

Financial Year	Date	Time	Venue	Special Resolution
2010-2011	30.09.2011	11.00 A.M	Flat No 5, Sai Master Apartments, V.R Nagar Hyderabad -500038	No
2009-10	30.09.2011	11.00 A.M	Flat No 5, Sai Master Apartments, V.R Nagar Hyderabad -500038	No
2008-09	30.09.2011	11.00 A.M	Flat No 5, Sai Master Apartments, V.R Nagar Hyderabad -500038	No

B) Extra Ordinary General Meeting:

There was no Extra Ordinary General Meeting during the year 2011-12

C) Postal Ballot on 8th January, 2012

Four Special Resolutions were passed on January 8th, 2012 through postal ballot pursuant to Section 192A(2) of the companies Act, 1956, read with the companies (passing of the resolution by Postal Ballot) Rules, 2011 in respect of the following item of business:

1. Change of Name of the company from M/s Lordven Technologies Limited to M/s Aptus Industries Limited.
2. Amendment of Main Objects of the company

3. Amendment of Other Objects of the company
4. Carrying on the Business Activities in Other Objects

Mr. S. Sarveswara Reddy, Practicing Company Secretary, Hyderabad was appointed as Scrutinizer to conduct the Postal Ballot process in fair and transparent manner.

The result of the postal Ballot were declared on 8th January, 2012 by the chairman of the meeting Mr. A. Rajendra Prasad at the registered office of the company. The resolution was passed with requisite majority.

VII. OTHER DISCLOSURES

- (a) There were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- (b) In the preparation of financial statements, no treatment materially different from that prescribed in Accounting Standards had been followed.
- (c) There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- (d) Whistle Blower policy: We have established a mechanism for employees to report concerns about unethical behavior, fraud or violation of code of conduct of the company. The mechanism provided direct access to the Managing Director/Chairman of the Audit Committee for exceptional cases. All employees can also directly meet the Audit Committee members of the company.
- (e) The Company has complied with the non -mandatory requirements to relating to remuneration committee and Whistle Blower policy.
- (f) Managing Director of the Company has furnished the requisite Certificates to the Board of Directors under Clause 49 of the Listing Agreement.

VIII. MEANS OF COMMUNICATION

The quarterly, half yearly and yearly financial results will be sent to the stock Exchanges immediately after the Board approves the same and these results will also be published in one English newspaper and in one vernacular newspaper.

IX. GENERAL SHAREHOLDERS INFORMATION

- a) 20th Annual General Meeting:

Date and Time	Monday, the 24th September 2012 at 11.00 AM
Venue	at the registered office House No: 8-3-945, Third Floor, Flat No: 305D, Pancom Business Center, Ameerpet, Hyderabad - 500073

- b) **Book Closure Date** : 21.09.2012 to 24.09.2012 (Both days inclusive)
c) **Financial Year and Calendar (Tentative) 2012-13:**

The Company follows April to March as its Financial Year. The results of every quarter beginning from April are declared in the first month following each quarter as follows:

Financial Calendar

Financial Reporting for 2012-2013 (tentative)	On or before
The First Quarter results	14.08.2012
The Second quarter results	14.11.2012
The Third quarter results	14.02.2013
The Fourth quarter results	15.05.2013

- d) **Listing on Stock Exchanges** : **Ahemadabad Stock Exchange Limited
Madras Stock Exchange Limited**
- e) **Listing Fees** : Listing fee for the year 2012-13 has been paid
- f) **Stock Code** : For equity shares:- ASE: 16940, MSE:

- g) **ISIN No.** : For equity shares: - INE899M01012
- h) **Stock Price Data** : The Company's shares are not traded on Ahmedabad Stock Exchange and Madras Stock Exchange.
- i) **Registrar & Share Transfer Agents (for shares held in both physical and demat mode):**

Aarathi Consultants Pvt. Ltd.
1-2-285, Domalaguda,
Hyderabad - 500 029.
Ph: 040-27638111, 27634445
Fax:040-27632184
info@aarthiconsultants.com

j) Share Transfer System:

The Physical shares transfers are processed and the share certificates are returned to the shareholders within a maximum period of one month from the date of receipt, subject to the document being valid and complete in all respects.

Any transferee who wishes to demat the shares may approach a Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the Share Certificate, generate a demat request and send the same to the Registrar and Share Transfer Agents (RTA). On receipt, the Depository Registrar confirms the request.

All the requests for Dematerialization of shares are processed and the confirmation is given to the respective Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days on receipt.

k) Shareholding Pattern as on 31st March, 2012:

Particulars	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	1975000	54.86
	Sub- Total A	1975000	54.86
B	Public Shareholding		
1.	Institutions	NIL	NIL
2.	Non- Institutions		
a)	Bodies Corporate	0	0.00
b)	Indian public and others	1625000	45.14
c)	Any others		
	i) NRI's	0	0.00
	ii) Clearing Members	0	0.00
	Sub Total B	1625000	45.14
	Grand Total (A+B)	3600000	100.00

- l) Distribution of shareholding of the Company by number of shares held as on 31st March, 2012 is as follows:**

Particulars	Shareholders		Shareholding	
	Number	%	Number	%
UPTO - 5000	827	91.79	411720	11.44
5001-10000	20	2.22	20000	0.56
10001-20000	1	0.11	1500	0.04
20001-30000	3	0.33	7800	0.22
30001-40000	3	0.33	10980	0.31
40001-50000	0	0.00	0	0.00
50001-100000	3	0.33	26000	0.72
100001 & ABOVE	44	4.88	3122000	86.72
Total	901	100	3600000	100

- m) Dematerialization of Shares:**

The Company's shares are dematerialized on National Securities Depositories limited (NSDL) and Central Depository Services (India) Limited. The Company's ISIN is INE899M01012. As on 31st March, 2012, 23,18,000 equity shares are dematerialized which is 64.39% of the paid up capital of the company and out of which 16,97,000 shares are in CDSL and 6,21,000 shares are in NDSL and the balance are in physical form.

- n) Address for Investors Correspondence:**

The Shareholders may correspond with the Company for the redressal of their grievances, if any to the registered office of the company.

House No: 8-3-945,
Third Floor, Flat No-305D,
Pancom Business Centre,
Ameerpet, Hyderabad- 500073

- o) CEO/MD Certification:**

As required by the clause 49 (V) of the Listing Agreement, the certificate from CEO is attached elsewhere in the annual report.

- p) Compliance Certificate of the Auditors:**

The Statutory Auditor has certified that the company has complied with the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement and the same forms part of the Annual Report. The

Certificate from the statutory auditor will be sent to the stock exchange along with the Annual Report of the Company.

**For and on behalf of the Board
APTUS INDUSTRIES LIMITED**

Sd/-

P. Obul Reddy

Managing Director

Place: Hyderabad

Date : 31.08.2012

DECLARATION

To

The Members of Aptus Industries Limited

This is to declare that the Code of Conduct envisaged by the Company for members of the Board and the Senior Management Personnel have been complied with by all the members of the Board and the Senior Management Personnel of the Company respectively.

**For and on behalf of the Board
APTUS INDUSTRIES LIMITED**

Sd/-

P. Obul Reddy

Managing Director

Place: Hyderabad

Date : 31.08.2012

MANAGEMENT DISCUSSION & ANALYSIS REPORT**INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Service sector is the largest sector contributing to GDP. IT companies thus have a potential for direct exports and outsourcing. The Indian IT industry is highly competitive with a number of players in each segment. A large number of multinational companies have also entered the industry. India is preferred by global manufacturing companies as an outsourcing destination due to its low labour cost and better designing capabilities. The growth of this industry depends on unpredictable global economy and forced the industry to accept orders at low prices with change in product portfolio continuously. The quality cost due to such continuous change of product has also impacted the profitability. The volatile prices of inputs disruptions in power and volatile foreign currency movement.

According to the Global Tech Market Outlook for 2012 and 2013, an independent report published by Forrester Research, Inc. in January 2012, purchases of IT consulting, systems integration services and IT outsourcing by global businesses and governments are estimated to grow by 6.3% in calendar year 2012, when calculated in U.S. dollars.

OPPORTUNITIES, THREATS & OUTLOOK:

In India we have been focusing on the increasing distribution network and product basket. With large population, increasing urbanization and disposable income, the industry in which we operate provide sustainable growth on a longer term basis. Robust growth of emerging economies provides large opportunities to the Company. We are a well established Company in these economies and will continue to focus on the growth, new product launches and increasing distribution strength. In other mature economies, the market trend is changing favorably. The strategy of the company is to get higher profitability and stable cash flow generations in these markets.

RISKS, CONCERNS & THREATS:

The company is exposed to a variety of risks across its entire range of business operations. Any slowdown in these sectors can largely impact the demand for the company's products. In India, optimism is growing about the prospect of an economic recovery following a slowdown triggered by the global financial crisis.

INTERNAL CONTROL SYSTEMS & ADEQUACY:

The Company has adequate internal control systems in place. These systems are continuously monitored, periodically reviewed and wherever

necessary are modified as per the requirements for exercising effective controls.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE: Not Applicable**HUMAN RESOURCES, INDUSTRY DEVELOPMENT RELATIONS:**

The company recognizes the importance and contribution of the employees. Human Resources is viewed to be as one of the most important factor in the growth process with a view to cross further frontiers in business performance, the company strives to organize training modules for understanding and improving the core skills of the employees. It is the continuous effort by the continuous effort by the company that helps to provide the right environment in order to maximize team efforts while exploiting individual growth of the company.

SENIOR MANAGEMENT DISCLOSURES:

The Company's senior management makes disclosures to the Board relating to all material financial and commercial transactions as when they occur.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forwardlooking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets in which the Company operates, changes in the Government regulations, tax laws and other statues and other incidental factor.

Dear Shareholder,

Please find below the Managing Director certificate as per Clause 49(V) of the Listing Agreement:

MANAGING DIRECTOR CERTIFICATE

I, P. Obul Reddy, Managing Director of M/s Aptus Industries Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
 - (a) Significant changes in internal controls over financial reporting during the year;
 - (b) Significant changes in the accounting policies during the year;
 - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

**For and on behalf of the Board
APTUS INDUSTRIES LIMITED**

Sd/-

P. Obul Reddy

Managing Director

Place : Hyderabad

Date : 31.08.2012

AUDITORS' REPORT

**To
The Members,
APTUS INDUSTRIES LIMITED**

[Formerly known as Lordven Technologies Limited]

1. We have audited the attached Balance Sheet of APTUS INDUSTRIES LIMITED, as at March 31, 2012, the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended ('the Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 ('the Act'), we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - (iii) The Balance Sheet, Profit and Loss Accounts and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Profit and Loss Accounts and

Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act.

- (v) On the basis of written representations received from the directors, as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
- (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon 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:
 - (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2012;
 - (b) In the case of Profit and Loss Account, of the profit for the year ended on that date;
 - (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date,

For M M REDDY & CO.,
Chartered Accountants
Firm Regd No:010371S

Sd/-

(M. Madhusudhana Reddy)
Partner
Membership No.213077

Place : Hyderabad
Date : 31.08.2012

Annexure to the Auditors' Report (referred to in paragraph 3 of our Report of even date to the Members of APTUS INDUSTRIES LIMITED for the year ended March 31, 2012)

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed Assets have been physically verified by the management and, in our opinion, the verification is reasonable having regard to the size of the company and the nature of its assets. There is no discrepancies were noticed on such verification.
- (c) No substantial part of fixed assets has been disposed off during the year.
2. (a) The inventory excluding materials in transit, has been physically verified by the management during the year. In our opinion, the frequency of the verification is reasonable.
- (b) In our opinion, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. In our opinion, the discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.
3. (a) As informed the Company has neither granted nor taken any loans, secured or unsecured to and from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clauses 4(III) (b) to (d) of the Order are not applicable.
- (b) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the re register maintained under Section 301 of the Companies Act, 1956. Accordingly, clauses 4(III) (f) and (g) of the Order are not applicable.
4. On the basis of checks carried out during the course of audit and as per explanations given to us, we are of the opinion that there are adequate internal control procedures commensurate with the size of the company and the nature of its business; for the purchases of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.

5. In our opinion and according to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered. Accordingly, clause (v)(b) of paragraph 4 of the Order is not applicable to the company.
 - b) In our opinion and according to the information and explanations given to us, transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees five lakhs in respect of each party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under Section 209 (i) (d) of the Companies Act, 1956 in respect of the Company's nature of business.
9.
 - (a) According to the records of the company, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, Income Tax, Wealth Tax, Customs Duty, Excise duty, cess and other material statutory dues applicable at the end of the year for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no income tax, wealth tax, sales tax, customs duty and excise duty, which have not been deposited on account of any dispute. There were no dues on account of cess under 441A of the Companies Act 1956, since the date from which the aforesaid section comes into force has not yet been notified by the Central Government.
10. The company does not have the accumulated losses as at the end of the financial year and it has not incurred any cash losses during the current financial year covered by our audit and the immediately preceding financial year.

11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company did not have any outstanding dues to financial Institutions, Banks or Debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
14. The company is not in the business of dealing or trading in shares, securities, debenture and other instruments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
15. The company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The company has not taken term loans from banks.
17. Based on our examination of the balance sheet of the company as at 31.03.2012, since there is no loans availed by the company, the utilization of funds does not arise.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. During the year covered by our audit report, the Company does not have any outstanding debentures during the year.
20. During the year the company has not raised money through the Public Issue, the utilization of funds does not arise.
21. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For M M REDDY & CO.,
Chartered Accountants
Firm Regd No:010371S

Sd/-

(M. Madhusudhana Reddy)
Partner
Membership No.213077

Place : Hyderabad
Date : 31.08.2012

Balance Sheet As at 31st March, 2012

(Amounts in Rupees)

PARTICULARS	Note No.	AS AT 31.03.2012	AS AT 31.03.2011
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	36,000,000	36,000,000
Reserves and Surplus	3	17,240,240	16,629,223
Preference Share Warrant		-	-
	A	<u>53,240,240</u>	<u>52,629,223</u>
Non - current liabilities			
Long - term borrowings		-	-
Deferred tax liabilities (Net)	4	84,002	103,061
Long term provisions		-	-
	B	<u>84,002</u>	<u>103,061</u>
Current liabilities			
Short - term borrowings		-	-
Trade Payables	5	19,624,394	19,621,555
Short - term provisions	6	309,718	808,913
	C	<u>19,934,112</u>	<u>20,430,468</u>
Total	(A+B+C)	<u>73,258,354</u>	<u>73,162,751</u>
ASSETS			
Non-current assets			
Fixed assets			
Net block			
Capital work- in- progress	7	693,954	926763
		40,639,074	40,639,074
	A	<u>41,333,028</u>	<u>41,565,837</u>
Long - term loans and advances		-	-
Non-current investments	8	6,915,000	6,915,000
Deferred tax assets (Net)		-	-
	B	<u>6,915,000</u>	<u>6,915,000</u>
Current assets			
Inventories			
Trade receivables	9	23,650,824	22,997,298
Cash and cash equivalents	10	81,247	392,803
Short - term loans and advances	11	1,278,255	1,278,254
Other current assets	12	-	13,560
	C	<u>25,010,326</u>	<u>24,681,915</u>
Total	(A+B+C)	<u>73,258,354</u>	<u>73,162,752</u>

The Notes referred to above form an integral part of the Balance Sheet. This is the Balance Sheet referred to in our report of even date.

For M M REDDY & CO.,
 Firm Registration Number : 010371S
 Chartered Accountants
 Sd/-

M Madhusudhana Reddy
 Partner
 Membership No. 213077
 Place : Hyderabad
 Date : 31-08-2012

For and on behalf of the Board of Directors of
APTUS INDUSTRIES LIMITED

Sd/-
P. Obul Reddy
 Managing Director
 Sd/-
 A. Prabhakar Rao
 Director

Profit and Loss Account for the year ended 31.03.2012

(Amounts in Rupees)

PARTICULARS	Note No's	Year Ended Mar'31, 2012	Year Ended Mar'31, 2011
INCOME:			
Turnover (Gross)			
Revenue from operations		62,944,865	60,382,730
Other Income		275,849	273,490
Total Revenue		63,220,714	60,656,220
EXPENDITURE			
Operating Expenses	13	59,888,803	57,525,633
Administration expenses	14	2,197,427	2,043,333
Depreciation/amortization	6	232,808	232,808
Total		62,319,038	59,801,774
Profit / (Loss) before tax		901,676	854,446
Profit before tax			
Provision for taxation			
- Current Year Tax		309,718	227,207
- Deferred tax		(19,059)	36,102
Total tax expense		290,659	263,309
Profit/(Loss) from continuing operations		611,017	591,137
Balance brought forward from previous year		16,629,223	16,038,086
Balance carried to Balance Sheet		17,240,240	16,629,223
Earnings per share			
Basic		0.17	0.16
Weighted Average Number of Shares		3,600,000	3,600,000
Nominal value		10	10
Notes to accounts	15		

The Notes referred to above form an integral part of the Profit and Loss Account. This is the Profit and Loss Account referred to in our report of even date.

For M M REDDY & CO.,
Firm Registration Number : 010371S
Chartered Accountants

Sd/-
M Madhusudhana Reddy
Partner
Membership No. 213077

Place : Hyderabad
Date : 31-08-2012

For and on behalf of the Board of Directors of
APTUS INDUSTRIES LIMITED

Sd/-
P. Obul Reddy
Managing Director

Sd/-
A. Prabhakar Rao
Director

Cash Flow Statement for the year ended on 31-03-2012

(All amounts in Indian Rupees except for share data or otherwise stated)

(Amounts in Rupees)

PARTICULARS	AS AT 31.03.2012	AS AT 31.03.2011
A. Cash flow from operating activities		
Net profit / (Loss) before tax	901,676	854,446
Adjustments for:		
Preliminary Expences Written Off		
Depreciation	232,808	232,808
Operating profit before working capital changes	1,134,484	1,087,254
Movements in working capital :		
Increase in sundry debtors	(653,526)	(1,240,882)
Increase in inventories	-	-
Increase / (Decrease) in loans and advances	13,559	(111,485)
Increase in other current assets	-	-
Decrease in current liabilities	2,839	598,944
Cash generated from /(used in) operations	497,356	333,831
Taxes paid	(808,913)	-
Net cash used in /(generated from) operating activities	(311,557)	333,830
B. Cash flows from investing activities		
Purchase of fixed assets	-	(419,440)
Sale of fixed assets	-	-
Fixed deposits	-	-
Dividends received	-	-
Net cash used in investing activities	-	(419,440)
C. Cash flows from financing activities		
Proceeds Share capital	-	-
Other Short term Borrowings(Net)	-	-
Other Short term Unsecured Loans (Net)	-	-
Interest received	-	-
Interest paid	-	-
Net cash generated from /(used in) financing activities	-	-
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(311,557)	(85,609)
Cash and cash equivalents at the beginning of the year	392,803	478,412
Cash and cash equivalents at the end of the year	81,246	392,803

This is the Cash Flow Statement referred to in our report of even date.

For M M REDDY & CO.,
Chartered Accountants
Firm Registration Number : 010371S
Sd/-
M Madhusudhana Reddy
Partner
Membership No. 213077

For and on behalf of the Board of Directors of
APTUS INDUSTRIES LIMITED

Sd/-
P. Obul Reddy
Managing Director

Place : Hyderabad
Date : 31-08-2012

Sd/-
A. Prabhakar Rao
Director

Note : 1**I. SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of preparation of financial statements**

The accompanying financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention, on the basis of a going concern basis, while revenue, expenses, assets and Liabilities accounted/recognized on accrual basis. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), the provisions of the Companies Act, 1956. Accounting policies are consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed assets and intangible assets.

3. Revenue Recognition

On time-and material contracts, revenue is recognized as the related services are rendered. Provision for estimated losses, if any on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. Annual Technical Services revenue and revenue from fixed price maintenance contracts are recognized proportionately over the period in which services are rendered. Revenue from the sale of products for software applications is recognized on transfer of the products to the users.

4. Expenditure

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities.

5. Fixed Assets, intangible assets and capital work-in-progress

Fixed Assets are stated at cost, less accumulated depreciation. All direct costs are capitalized until fixed assets are ready for use including taxes, duties, freight and other incidental expenses relating to acquisition and installation. Capital work-in-progress comprises outstanding advances paid

to acquire fixed assets, and the cost of fixed assets that are not yet ready for their intended use at the balance sheet date. Intangible assets are recorded at the consideration paid for acquisition.

6. Depreciation and amortization

Depreciation on fixed assets is applied on straight-line method, pro-rata for the period of usage, in accordance with the rates prescribed under schedule XIV of the Companies Act, 1956.

7. Employee Benefits

Liability for employee benefits, both short term and long term, for present and past services which are due as per the terms of employment are recorded in accordance with Accounting Standard (AS) 15 (revised) "Employee Benefits " issued by the Institute of Chartered Accountants of India.

8. Investments

Long term quoted investments are stated at cost & all other investments are carried at lower of cost or fair value.

9. Taxes on Income

Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period in which related revenue and expenses arise.

Deferred tax is recognized on timing difference being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

10. Earnings per Share

In determining earnings per share, the company considers the net profit after tax expense. The number of shares used in computing basic earnings per share is the weighted average shares outstanding during the period.

11. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

Notes form part of Balance Sheet & Profit and Loss Account as on 31-03-2012

(Amounts in Rupees)

PARTICULARS	AS AT 31.03.2012	AS AT 31.03.2011
Note 2 : Share Capital Authorised:		
4000000 Equity shares of Rs.10/- each	40,000,000	40,000,000
Issues, Subscribed and Paid up		
3600000 Equity shares of Rs. 10/- each	36,000,000	36,000,000
	<u>36,000,000</u>	<u>36,000,000</u>
Reconciliation of shares outstanding at the beginning and at the end of the reporting period		
Equity Shares outstanding at the beginning of the year	3,600,000	3,600,000
Add: Additional shares issued during the year	-	-
Equity Shares outstanding at the closing of the year	<u>3,600,000</u>	<u>3,600,000</u>
Terms/rights attached to equity shares		
The company has only one class of equity shares having a par value of ` 10/- per share. Each holder of equity shares is entitled to one vote per share.		
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held		
Names of shareholders holding more than 5 % shares Equity Shares	No of Shares	No of Shares NIL
No Shareholder holds more than 5% Shares of the company		
P.Obul Reddy	1,118,500	1,118,500
A.Prabhakar Rao	428,250	428,250
Ch.Veeranjaneyulu	428,250	428,250
Note 3 : Reserves and Surplus		
Profit & Loss A/c Surplus		
Balance in the statement of profit & loss	16,629,223	16,038,086
Additions during the year	611,017	591,137
	<u>17,240,240</u>	<u>16,629,223</u>
Note 4 : Deferred tax liabilities (Net)		
Opening Balance		
	103,061	66,959
Add/Less: Current year Provision	(19,059)	36,102
	<u>84,002</u>	<u>103,061</u>

Note 5 : Trade Payables

Sundry Creditors	19,342,848	19,238,825
Expenses payable	281,546	382,730
	19,624,394	19,621,555

Note 6 : Short - term provisions

Provision for Income tax	309,718	808,913
Others Provisions	-	-
	<u>309,718</u>	<u>808,913</u>

Note8 : Non-current investments

Investments in Equity shares (unquoted)		
Investments are valued at cost		
Fastrak Finance Limited (80000 Shares of Rs.10/- Each)	800,000	800,000
Share application money	6,115,000	6,115,000
	<u>6,915,000</u>	<u>6,915,000</u>

Note 9 : Trade receivables

(Unsecured, considered good, unless otherwise stated)		
Debts outstanding for a period exceeding six months		
Considered good	2,424,865	2,603,504
Considered doubtful		
Other debts		
Considered good	21,225,959	20,393,794
	23,650,824	22,997,298
Less: Provision for doubtful debts	-	-
	<u>23,650,824</u>	<u>22,997,298</u>

Note 10 : Cash and cash equivalents

Cash on hand	29,407	392,803
Balances with Noted banks		
On current accounts		
On deposit accounts	51,840	-
	<u>81,247</u>	<u>392,803</u>

Note 11 : Short - term loans and advances

Other receivables	903,254	903,254
Deposits	375,000	375,000
	<u>1,278,254</u>	<u>1,278,254</u>

Note 12 : Other current assets

Prepaid Expenses	-	13,560
Vat Input Recievable	-	-
Interest Receivable	-	-
	<u>-</u>	<u>13,560</u>

PARTICULARS	Year Ended Mar'31, 2012	Year Ended Mar'31,2011
Note 13 : Operating Expenses		
Direct Costs / development expenses	54,142,344	52,308,053
Salaries and Allowances	3,655,348	3,476,470
Computer Hire Charges	532,918	421,765
Faculty Fee	858,113	653,986
Computer Consumables	700,080	665,359
	<u>59,888,803</u>	<u>57,525,633</u>
Note 14 : Administration expenses		
Directors Remuneration(Including sitting fee)	480,000	480,000
Communication Expenses	102,554	97,649
General Expenses	391,647	372,830
Rent, rates & taxes	43,737	41,627
Office Rent	60,000	48,000
Electricity Charges	26,110	24,839
Printing & Stationery	50,863	48,376
Repairs & Maintenance	39,188	37,264
Traveling & Conveyance	497,967	473,402
Office Maintenance	34,654	32,938
Board meeting expenses	25,076	23,829
Auditors remuneration	50,000	25,000
Finance charges	5,188	4,928
Certification Charges	40,000	
Advertisement	40,410	38,374
Books and periodicals	5,084	4,827
Business promotion expenses	304,949	289,450
	<u>2,197,427</u>	<u>2,043,333</u>

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

NOTE 7 : FIXED ASSETS

(Amount in Rupees)

Particulars	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK	
	As on 01.04.2011	Additions	Total as on 31.03.2010	Upto 31.03.2011	For the period	Total as on 31.03.2012	As on 31.03.2012	As at 31.03.2011
1. Computers	2,214,690	-	2,214,690	1,560,063	160,413	1,720,476	494,214	654,627
2. Furniture and Fixtures	888,759	-	888,759	629,614	53,093	682,708	156,051	209,145
3. Plant and Equipments	406,344	-	406,344	343,354	19,301	362,655	43,689	62,990
4. Vehicles	381,500	-	381,500	381,500	-	381,500	-	-
Total	3,841,293	-	3,841,293	2,914,530	232,808	3,147,339	693,954	926,763
Previous year	3,421,853	419,440	3,841,293	2,681,722	232,808	2,914,530	926,763	740,131

Note : 15**II. NOTES ON ACCOUNTS:**

All amounts in the financial statements are presented in Rupees and as otherwise stated.

1. **Contingent Liabilities** : Nil
2. Foreign Exchange earned and outgo

Earnings:

FOB Value of Exports : Rs. Nil

Out Go:

CIF Value of Capital Goods : Rs. Nil

3. Dues to micro and small-scale industrial undertakings

As at March 31, 2012 as per available information with the company, there are no dues to small scale Industrial Undertakings.

4. Buildings were not registered in the name of the company and hence the same was shown under capital work under progress.
5. Directors Remuneration : Rs. 4,80,000/-(Last Year: 4,80,000/-)
6. Segmental reporting:

The segmental reporting disclosure as required under Accounting Standard- 17 is not required since there are no reportable business and geographical segments.

7. Auditors remuneration : Rs.50,000/-(Last Year: Rs.25000/-)
8. Taxes

Amount in Rupees

Particulars	31.03.2012	31.03.2011
Provision for Current Tax	309718	227207
Provision for Differed Tax Liability	(19,059)	36,102
Others	0.00	0.00

9. Confirmation of balances has not been received from some of the Creditors, Debtors and for Loans & Advances, which are subject to reconciliation. Provision for doubtful debts, if any, in respect of the above and the consequential adjustment, if any, whether of revenue nature or otherwise, will be dealt accordingly.
10. In determining earnings per share, the company considers the net profit after tax and includes the past tax effect of any extraordinary/exceptional item.

Particulars	Amount in Rupees	
	31.03.2012	31.03.2011
Weighted average number of shares outstanding	36,00,000	36,00,000
Face value of equity shares	10	10
Net Profit after tax	6,11,017	5,91,137
Earnings per share (Basic/Diluted)	0.17	0.16

11. The previous year figures have been recast / restated, wherever necessary, to the current year's classification.
12. Financial figures have been rounded off to nearest rupee.

Notes 1 to 12 form part of Balance Sheet and Profit and Loss account have been authenticated.

For M M REDDY & CO.,
Chartered Accountants
Firm Regd No:010371S

For APTUS INDUSTRIES LIMITED

Sd/-
P. Obul Reddy
Managing director

Sd/-
(M. Madhusudhana Reddy)
Partner
Membership No.213077
Date : 31.08.2012
Place : Hyderabad

Sd/-
A. Prabhakar Rao
Director

APTUS INDUSTRIES LIMITED

House No: 8-3-945,Third Floor, Flat No-305D,
Pancom Business Centre,Ameerpet, Hyderabad- 500073

PROXY FORM

I/We_____of _____ being a Member(s) of above named company, hereby appoint _____ of _____ or failing him her _____of _____ as my/our proxy to attend and vote for me/us, on my/our behalf at the 20th Annual General Meeting of the Company to be held on Monday, the 24th day of September 2012 at 11.00 A.M at the registered office of the company at House No: 8-3-945, Third Floor, Flat No: 305D, Pancom Business Center, Ameerpet, Hyderabad - 500073.

As Witnessed Signed this _____ day of September 2012

Signed by the said _____

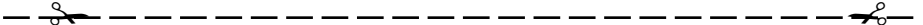
Folio No./Client ID _____

No. of shares held _____

Affix
Re.1/-
Revenue
Stamp.

Note:

The proxy in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.



APTUS INDUSTRIES LIMITED

House No: 8-3-945,Third Floor, Flat No-305D,
Pancom Business Centre,Ameerpet, Hyderabad- 500073

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 20th Annual General Meeting of the members of the company to be held on Monday, the 24th day of September 2012 at 11.00 A.M at at the registered office House No: 8-3-945, Third Floor, Flat No: 305D, Pancom Business Center, Ameerpet, Hyderabad - 500073.

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____ (In block letters)

Folio No./ Client ID_____

No. of shares held_____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

PRINTED MATTER
BOOK- POST

If undelivered please return to :

APTUS INDUSTRIES LIMITED

House No: 8-3-945, Third Floor, Flat No-305D,
Pancom Business Centre, Ameerpet, Hyderabad- 500073