



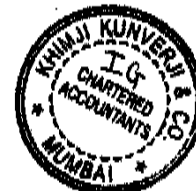
Aptech Limited
 Regd. office: Aptech House,
 A-65, MIDC, Marol, Andheri (E),
 Mumbai - 400 093.
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APTECH LIMITED

PART I: STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND PERIOD ENDED 31st DECEMBER, 2012

Rs. In Lakhs

Particulars	Unaudited					Audited
	Quarter ended			YTD ended		Year ended
	31st Dec'12	31st Dec'11	30th Sept'12	31st Dec'12	31st Dec'11	31st Mar'12
1. Income :						
a. Income from operations	3,674	3,978	4,522	12,063	13,364	17,442
b. Dividend Income	0	20	0	0	5,106	5,286
Total Income	3,674	3,998	4,522	12,063	18,470	22,728
2. Expenditure :						
a. Employees cost	942	951	902	2,816	2,859	3,641
b. Training and Education expenses	1,091	1,349	1,296	3,528	4,578	5,933
c. Marketing and Advt. expenses :-						
(i) Re-branding expenses	-	-	-	-	132	132
(ii) Other expenses	213	178	490	1,284	931	1,144
d. Administration expenses	907	985	1,002	2,787	3,183	4,189
e. Depreciation	223	261	206	629	787	974
Total Expenses	3,376	3,724	3,896	11,044	12,470	16,013
3. Profit from operations before other income (1-2)	298	274	626	1,019	6,000	6,715
4. Other income	389	326	185	941	866	961
5. Profit before interest and exceptional items (3+4)	687	599	811	1,960	6,866	7,676
6. Interest and finance charges	3	3	4	12	16	19
7. Profit after interest but before tax (5-6)	684	596	807	1,948	6,650	7,657
8. Exceptional items:						
Loss on Sale in stake In Joint Venture	-	-	-	-	(49)	(49)
Total	-	-	-	-	(49)	(49)
9. Profit / Loss from ordinary activities before tax (7+8)	684	596	807	1,948	6,601	7,608
10. Tax expense :						
Income tax and Wealth Tax (net of MAT entitlement)	77	-	209	363	34	59
11. Profit /(Loss) after tax but before Minority Interest (9-10)	607	596	598	1,585	6,567	7,549
12. Add./ (Less) : Minority Interest	-	-	-	-	63	63
Add./ (Less) : Share of Profit/(Loss) of Associate	(3)	(2)	(2)	(8)	(9)	(9)
13. Profit /(Loss) after Tax & Minority Interest (11 + 12)	604	594	596	1,577	6,621	7,603
14. Paid-up Equity share capital (Face value Ra. 10 each)						4,879
15. Reserve excluding revaluation reserve						28,355
16. Earnings per share (EPS)						
(a) Basic (Rs.)	1.24	1.22	1.22	3.23	13.67	15.59
(b) Diluted (Rs.)	1.24	1.22	1.22	3.23	13.67	15.46





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PART II : Selected Information for the quarter ended December 31,2012

Particulars	Unaudited			Audited
	Quarter ended			Year ended
	31st Dec'12	30th Sept'12	31st Dec'11	31st Mar'12
A. PARTICULARS OF SHAREHOLDING :-				
1. Public shareholding :-				
- Number of shares	29,976,385	29,976,385	31,326,818	31,326,818
- Percentage of share holding	61.44%	61.44%	64.21%	64.21%
2. Promoters & Promoters Group Shareholding :-				
a) Pledged/Encumbered:-				
- Number Of shares	650,000	650,000	650,000	650,000
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	3.45%	3.45%	3.72%	3.72%
- Percentage of shares (as a % of the total share capital of the Company)	1.33%	1.33%	1.33%	1.33%
b) Non Encumbered:-				
- Number Of shares	18,165,036	18,165,036	16,814,603	16,814,603
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	96.55%	96.55%	96.28%	96.28%
- Percentage of shares (as a % of the total share capital of the Company)	37.23%	37.23%	34.46%	34.46%

(B) Information on Investors' complaints for the quarter ended December 31, 2012

Particulars	Pending at the beginning of the quarter	Received during the quarter	Disposed of during the quarter	Remaining unresolved at the end of the quarter
No. of Complaints	Nil	1	1	Nil





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CONSOLIDATED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

Rs. in Lakhs

Particulars	Unaudited				Audited	
	Quarter ended			YTD ended		Year ended
	31st Dec'12	31st Dec'11	30th Sept'12	31st Dec'12	31st Dec'11	31st Mar'12
1) SEGMENT REVENUE						
A. Retail	3,000	3,285	3,547	8,813	11,384	14,481
B. Institutional	674	693	975	2,280	1,980	2,981
TOTAL	3,674	3,978	4,522	12,063	13,364	17,442
2) SEGMENT RESULTS (BEFORE EXCEPTIONAL ITEMS)						
A. Retail	689	761	892	2,180	2,367	3,090
B. Institutional	183	164	269	553	455	713
TOTAL	872	925	1,161	2,713	2,822	3,803
Less: Overhead including other expenses (unallocable)	574	671	535	1,696	1,927	2,374
TOTAL	298	254	626	1,018	698	1,429
3) EXCEPTIONAL ITEMS						
A. Retail	-	-	-	-	-	-
B. Institutional	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-
Less: Overhead including other expenses (unallocable)	-	-	-	-	49	49
TOTAL	-	-	-	-	49	49
4) SEGMENT RESULTS (AFTER EXCEPTIONAL ITEMS)						
A. Retail	689	761	892	2,180	2,367	3,090
B. Institutional	183	164	269	553	455	713
TOTAL	872	925	1,161	2,713	2,822	3,803
Less: Overhead including other expenses (unallocable)	674	671	535	1,696	1,978	2,423
TOTAL	298	254	626	1,018	846	1,380
Add: Other Income :-	389	325	185	941	668	981
:- Retail	38	153	(12)	94	257	240
:- Institutional	32	1	27	81	2	33
:- Unallocable	319	171	169	766	407	688
Add: Dividend Income	0	20	0	0	6,106	5,286
Less: Other Unallocable Expenses	3	3	4	12	16	19
TOTAL PROFIT BEFORE TAX	684	596	807	1,947	6,601	7,808
Particulars	As at 31st Dec'12	As at 31st Dec'11	As at 30th Sept'12	As at 31st Mar'12		
1) CAPITAL EMPLOYED (SEGMENT ASSETS - SEGMENT LIABILITIES)						
A. Retail	1,491	2,006	1,806	2,391		
B. Institutional	620	67	250	154		
C. Unallocable Assets - Liabilities	3,156	2,602	4,041	2,924		
D. Investments and Goodwill on consolidation	17,710	20,003	18,182	17,914		
E. Cash and Cash Equivalent	11,100	8,373	8,981	9,866		
TOTAL	33,977	33,250	34,260	33,248		

Notes :

1) The Company has identified Business Segments as the primary segment. Segments have been identified taking into account the nature of services, the differing risks & returns, the organizational structure & the internal reporting system.

2) Figures for the previous year/quarters have been regrouped/recast, wherever necessary, to conform to the current period.

For APTECH LIMITED

N. Karpe
 Ninad Karpe
 Managing Director & CEO

Place : MUMBAI

Date : 22nd January, 2013





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Notes :

- 1 The above results have been reviewed by the Audit Committee of the Board and adopted at the meeting of the Board of Directors held on 22nd January, 2013. The Statutory Auditors of the Company have carried out Limited Review of the unaudited Consolidated Financial Results as required under Clause 41 of the Listing Agreement and the related report will be submitted to the concerned Stock exchanges.
- 2 Accounting policies and practices which are material in determining the results of operation for the period are consistent with those adopted in the audited financial statement for the year ended 31st March, 2012.
- 3 The Board of Directors have recommended a Interim dividend of Rs. 1.50 per equity share (15 % on Face value of Rs. 10/-) for the financial year 2012-13, at the meeting of the Board of Directors held on January 22, 2013.
- 4 For the quarter and nine months period ended December, 2011 and year ended March, 2012, the Company has recognised MAT credit entitlement under section 115JAA of IT Act 1961, amounting of Rs 14 Lakhs, 197 Lakhs and 308 Lakhs respectively.
- 5 The Company has made applications to the Central Government, seeking approval for remuneration paid to the Managing Director in excess of limits prescribed under provisions of the Companies Act, 1956 aggregating Rs. 25,03,601 for the year ended 31st March, 2011 and Rs. 67,46,296 for the year ended 31st March, 2012 . The approvals from Central Government are awaited.
- 6 For the nine months period ended Dec 31, 2012 on a standalone basis, Aptech Limited has reported (a) Turnover of Rs. 6711 Lakhs (b) Profit before tax of Rs. 1354 Lakhs and (c) Profit after tax of Rs. 1141 Lakhs.
- 7 The figures for the previous periods have been regrouped/ reclassified, wherever necessary, to make them comparable.

For APTECH LIMITED

N. Karpe
Ninad Karpe
 Managing Director & CEO

Place : Mumbai
 Date : 22nd January, 2013



Khimji Kunverji & Co

(Registered)

Chartered Accountants



To
The Board of Directors
Aptech Limited
Mumbai

**Limited Review Report of the Consolidated Financial Results of
Aptech Limited, Its Subsidiaries and Joint venture**

INTRODUCTION

1. We have reviewed the accompanying statement of unaudited Consolidated Financial Results ('CFR') of **Aptech Limited** ('the Company') and Its Subsidiaries ('the Group') for the quarter/ nine months period ended December 31, 2012, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. The CFR, which is initialed by us for identification purpose is the responsibility of the Company's management and has been approved by the Board of Directors. The CFR have been prepared on the basis of separate financial statements and other financial information regarding components. Our responsibility is to Issue a report on these un-audited CFR based on our review

SCOPE OF REVIEW

2. We conducted our review in accordance with the Standard on Review Engagements ('SRE') 2410 – 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India ('ICAI'). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit; accordingly we do not express an audit opinion
3. The CFR of the Group have been prepared by the management in accordance with the requirements of Accounting Standard (AS) 21, "Consolidated Financial Statements" and AS-23, "Accounting for Investments in Associates in Consolidated Financial Statements" as notified by the Companies (Accounting Standards) Rules, 2006
4. Inter unit/company Income and Expenditure have been eliminated based on Information provided by the management
5. Included in this CFR, are revenues of Rs. 37.11 lakhs for quarter ended December 31, 2012, capital employed amounting to Rs 13,006 lakhs as on the said date which have been reviewed by other auditors whose reports have been furnished to us. In our opinion, so far as it relates to the amounts included in respect of these entities, is based solely on reports of those respective auditors
6. Included in these CFR are revenues of Rs Nil for the quarter ended December 31, 2012 and capital employed of Rs 36 lakhs as on the said date which are based on Management Certified Results and which are subject to consequential adjustments, if any, arising out of reviews by respective auditors.

CONCLUSION

7. Based on our review conducted as above and subject to paragraphs 4, 5 and 6 above, nothing has come to our notice that causes us to believe that the accompanying statement of unaudited CFR prepared in accordance with applicable Accounting Standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement, including the manner in which it is to be disclosed, or that it contains any material misstatement.



For and on behalf of
Khimji Kunverji & Co
Chartered Accountants
(Registration Number : 105146W)

Hasmukh B. Dedhia
Partner (F-33494)

Place: Mumbai,
Dated: January 22, 2013



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APTECH LIMITED

PART I: STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND PERIOD ENDED 31st DECEMBER, 2012

Rs. In Lakhs

Particulars	Unaudited					Audited
	Quarter ended			Period ended		Year ended
	31st Dec'12	31st Dec'11	30th Sept'12	31st Dec'12	31st Dec'11	31st Mar'12
1. Income :						
a. Income from operations	1,951	2,078	2,654	6,711	6,811	9,086
b. Dividend Income	-	89	-	-	282	442
Total Income	1,951	2,177	2,654	6,711	7,073	9,537
2. Expenditure :						
a. Employee cost	578	608	573	1,782	1,750	2,199
b. Training and Education expenses	565	659	707	1,787	2,022	2,803
c. Marketing and Advt. expenses :-						
(i) Re-branding expenses	-	-	-	-	132	132
(ii) Other expenses	120	114	300	798	487	653
d. Administration expenses	440	370	519	1,419	1,483	1,989
e. Depreciation	158	194	144	441	565	704
Total Expenses	1,861	1,945	2,243	6,207	6,439	8,480
3. Profit from operations before other income (1-2)	90	232	411	504	634	1,057
4. Other income	335	197	185	862	460	783
5. Profit before interest and exceptional items (3+4)	426	429	596	1,366	1,084	1,840
6. Interest and finance charges	3	1	4	12	9	19
7. Profit after interest but before tax (5-6)	422	428	592	1,354	1,075	1,821
8. Exceptional items	-	-	-	-	-	-
9. Profit / Loss from ordinary activities before tax (7 + 8)	422	428	592	1,354	1,075	1,821
10. Tax expense :						
Income tax and Wealth Tax (Net of MAT entitlement)	52	-	118	213	-	1
11. Profit / (Loss) after Tax (9 - 10)	370	428	476	1,141	1,075	1,820
12. Paid-up Equity share capital (Face value Rs. 10 each)						4,879
13. Reserve excluding revaluation reserve						21,618
14. Earnings per share (EPS)						
(a) Basic (Rs.)	0.76	0.88	0.98	2.34	2.20	3.73
(b) Diluted (Rs.)	0.76	0.88	0.98	2.34	2.20	3.70





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PART II : Selected Information for the quarter ended December 31,2012

Particulars	Unaudited			Audited
	Quarter ended			Year ended
	31st Dec'12	30th Sept'12	31st Dec'11	31st Mar'12
A. PARTICULARS OF SHAREHOLDING :-				
1. Public shareholding :-				
- Number of shares	29,976,385	29,976,385	31,326,818	31,326,818
- Percentage of share holding	61.44%	61.44%	64.21%	64.21%
2. Promoters & Promoters Group Shareholding :-				
a) Pledged/Encumbered:-				
- Number Of shares	650,000	650,000	650,000	650,000
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	3.45%	3.45%	3.72%	3.72%
- Percentage of shares (as a % of the total share capital of the Company)	1.33%	1.33%	1.33%	1.33%
b) Non Encumbered:-				
- Number of shares	19,166,016	19,166,016	19,814,800	19,814,800
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	96.55%	96.55%	96.28%	96.28%
- Percentage of shares (as a % of the total share capital of the Company)	37.23%	37.23%	34.46%	34.46%

(B) Information on Investors' complaints for the quarter ended December 31, 2012

Particulars	Pending at the beginning of the quarter	Received during the quarter	Disposed of during the quarter	Remaining unresolved at the end of the quarter
No. of Complaints	Nil	1	1	Nil





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STANDALONE SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

Rs. in Lakhs

Particulars	Unaudited					Audited
	Quarter ended			Period ended		Year ended
	31st Dec'12	31st Dec'11	30th Sept'12	31st Dec'12	31st Dec'11	31st Mar'12
1) SEGMENT REVENUE						
A. Retail	1,717	1,673	2,124	5,722	6,822	7,464
B. Institutional	234	408	530	989	989	1,641
TOTAL	1,951	2,079	2,654	6,711	6,811	9,095
2) SEGMENT RESULTS (BEFORE EXCEPTIONAL ITEMS)						
A. Retail	508	643	784	1,801	2,091	2,674
B. Institutional	55	92	97	148	77	150
TOTAL	561	735	881	1,949	2,168	2,824
Less: Overhead including other expenses (unallocable)	471	601	470	1,445	1,796	2,209
TOTAL	90	134	411	504	372	615
3) EXCEPTIONAL ITEMS						
A. Retail	-	-	-	-	-	-
B. Institutional	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-
Less: Overhead including other expenses (unallocable)	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-
4) SEGMENT RESULTS (AFTER EXCEPTIONAL ITEMS)						
A. Retail	508	643	784	1,801	2,091	2,674
B. Institutional	55	92	97	148	77	150
TOTAL	561	735	881	1,949	2,168	2,824
Less: Overhead including other expenses (unallocable)	471	601	470	1,445	1,796	2,209
TOTAL	90	134	411	504	372	615
Add: Other Unallocable Income	335	295	185	662	712	1,226
- Retail	28	28	5	61	38	104
- Institutional	12	(1)	5	18	(1)	19
- Unallocable	297	271	176	783	675	1,102
Less: Other Unallocable Expenses	3	1	4	12	9	19
TOTAL PROFIT BEFORE TAX	422	428	592	1,364	1,076	1,821
Particulars	As at 31st Dec'12	As at 31st Dec'11	As at 30th Sept'12	As at 31st Mar'12		
1) CAPITAL EMPLOYED (SEGMENT ASSETS - SEGMENT LIABILITIES)						
A. Retail	1,072	1,434	1,256	1,560		
B. Institutional	508	157	276	(5)		
C. Unallocable Assets- Liabilities	2,891	1,576	3,762	2,595		
D. Investments and Advances to Subsidiaries	12,057	18,706	12,714	12,918		
E. Cash and Cash Equivalent	10,275	7,576	9,311	9,452		
TOTAL	26,803	28,749	27,319	26,510		

Notes :

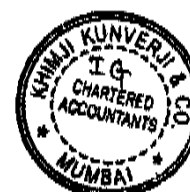
- The Company has identified Business Segments as the primary segment. Segments have been identified taking into account the nature of services, the differing risks & returns, the organizational structure & the internal reporting system.
- Figures for the previous year/quarters have been regrouped/recast, wherever necessary, to conform to the current period.

For APTECH LIMITED

Ninad Karpe
 Managing Director & CEO

Place : MUMBAI

Date : 22nd January, 2013



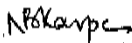


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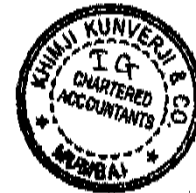
Notes :

- 1 The above results have been reviewed by the Audit Committee of the Board and adopted at the meeting of the Board of Directors held on 22nd January, 2013. The Statutory Auditors of the Company have carried out Limited Review of the unaudited Financial Results as required under Clause 41 of the Listing Agreement and the related report will be submitted to the concerned Stock exchanges.
- 2 Accounting policies and practices which are material in determining the results of operation for the period are consistent with those adopted in the audited financial statement for the year ended 31st March, 2012.
- 3 The Board of Directors have recommended a Interim dividend of Rs. 1.50 per equity share (15 % on Face value of Rs. 10/-) for the financial year 2012-13, at the meeting of the Board of Directors held on January 22, 2013.
- 4 The Company has made applications to the Central Government, seeking approval for remuneration paid to the Managing Director in excess of limits prescribed under provisions of the Companies Act, 1956 aggregating Rs. 25,03,601 for the year ended 31st March, 2011 and Rs. 67,46,296 for the year ended 31st March, 2012 . The approvals from Central Government are awaited.
- 5 For the quarter and nine months period ended December, 2011 and year ended March, 2012, the Company has recognised MAT credit entitlement under section 115JAA of IT Act 1961, amounting of Rs. Nil, 168 Lakhs and 266 Lakhs respectively.
- 6 The figures for the previous periods have been regrouped/ reclassified, wherever necessary, to make them comparable.

For APTECH LIMITED


Ninad Karpe
Managing Director & CEO

Place : Mumbai
Date : 22nd January, 2013



Khimji Kunverji & Co

(Registered)

Chartered Accountants

**Limited Review Report**

The Board of Directors

APTECH LIMITED

Mumbai

INTRODUCTION

We have reviewed the accompanying Statement of un-audited Financial Results ('FR') of APTECH LIMITED ('the Company') for the quarter/nine month ended December 31, 2012 (except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us). The FR, which is initialed by us for identification purpose, is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these un-audited FR based on our review.

SCOPE OF REVIEW

We conducted our review in accordance with the Standard on Review Engagement ('SRE') 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' Issued by the Institute of Chartered Accountants of India ('ICAI'). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the FR are free of material misstatement. A review is limited primarily to inquiries of Company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review conducted as above, nothing has come to our notice that causes us to believe that the accompanying statement of un-audited financial results prepared in accordance with accounting standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For and on behalf of

Khimji Kunverji & Co
Chartered Accountants
(Registration Number : 105146W)

IG

Hasmukh B. Dedhia
Partner (F-33494)

Place: Mumbai,
Dated: January 22, 2013