



Aptech Limited
 Regd. office: Aptech House,
 A-65, MIDC, Marol, Andheri (E),
 Mumbai - 400 093.
 T: 91 22 2827 2300
 F: 91 22 2827 2399
 www.aptech-worldwide.com

APTECH LIMITED

PART I : STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2013

Particulars	Quarter ended			Year ended
	30th June'13	31st Mar'13	30th June'12	31st Mar'13
	Unaudited			Audited
1. Income :				
Income from operations	4,248	4,858	3,867	16,921
Total Income	4,248	4,858	3,867	16,921
2. Expenditure :				
a. Employees cost	1,075	1,004	972	3,820
b. Training and Education expenses	1,518	1,698	1,141	5,210
c. Marketing and Advt. expenses	451	308	582	1,593
d. Administration expenses	783	824	882	3,627
e. Depreciation	180	251	200	880
Total Expenses	4,007	4,085	3,777	15,130
3. Profit from operations before other income (1-2)	241	773	90	1,791
4. Other income :	365	357	371	1,299
(a) Interest Income	261	238	244	982
(b) Other Income	104	119	127	317
5. Profit before interest and exceptional items (3+4)	606	1,130	461	3,090
6. Interest and finance charges	0	16	5	28
7. Profit after interest but before tax (5-6)	606	1,114	456	3,062
8. Exceptional Items:				
Net Profit on sale of Chennai premises	-	800		800
9. Profit / Loss from ordinary activities before tax (7+8)	606	1,914	456	3,862
10. Income Tax and Wealth Tax Expense	132	358	77	722
11. Profit /(Loss) after tax but before Minority Interest (9-10)	474	1,556	379	3,140
12. Add./ (Less) : Share of Profit/(Loss) of Associate	(2)	(2)	(2)	(10)
13. Profit /(Loss) after Tax & Minority Interest (11 + 12)	472	1,554	377	3,130
14. Paid-up Equity share capital (Face value Rs. 10 each)				4,879
15. Reserve excluding revaluation reserve				29,211
16. Earnings per share (EPS)				
(a) Basic (`)	0.97	3.18	0.77	6.41
(b) Diluted (`)	0.97	3.18	0.77	6.41





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PART II : Selected Information for the quarter ended June 30,2013

(A) Particulars of shareholding :-

Particulars	Quarter ended			Year ended
	30th June'13	31st Mar'13	30th June'12	31st Mar'13
1. Public shareholding :-				
- Number of shares	29,976,385	29,976,385	29,976,385	29,976,385
- Percentage of share holding	61.44%	61.44%	61.44%	61.44%
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%	3.45%	3.45%
- 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	18,165,036	18,165,036
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	96.55%	96.55%	96.55%	96.55%
- Percentage of shares (as a % of the total share capital of the Company)	37.23%	37.23%	37.23%	37.23%

(B) Information on investors' complaints for the quarter ended June 30, 2013

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

PARTICULARS	In Lakhs			
	Quarter ended		Year ended	
	30th June'13	31st Mar'13	30th June'12	31st Mar'13
	Unaudited		Audited	
1) SEGMENT REVENUE				
A. Retail	3,223	3,322	3,333	13,229
B. Institutional	1,068	1,657	604	3,968
TOTAL	4,291	4,979	3,937	17,197
2) SEGMENT RESULTS (BEFORE EXCEPTIONAL ITEMS)				
A. Retail	721	907	647	3,161
B. Institutional	220	656	102	1,271
TOTAL	941	1,563	749	4,432
Less: Overhead including other expenses (unallocable)	657	670	589	2,365
TOTAL	284	893	160	2,067
3) EXCEPTIONAL ITEMS				
Income/(expense) [Unallocable]	-	800	-	800
TOTAL	-	800	-	800
4) SEGMENT RESULTS (AFTER EXCEPTIONAL ITEMS)				
A. Retail	721	907	647	3,161
B. Institutional	220	656	102	1,271
TOTAL	941	1,563	749	4,432
Less: Overhead including other expenses (unallocable)	657	(130)	589	1,566
TOTAL	284	1,693	160	2,867
Add: Other Unallocable income	322	237	301	1,023
Less: Interest and finance charges	0	16	5	28
TOTAL PROFIT BEFORE TAX	608	1,914	456	3,862
5) CAPITAL EMPLOYED (SEGMENT ASSETS - SEGMENT LIABILITIES)				
A. Retail	2,203	2,017	1,875	2,017
B. Institutional	531	588	41	588
C. Unallocable Assets- Liabilities	2,039	1,824	3,120	1,824
D. Investments and Goodwill on consolidation	17,650	17,652	18,177	17,652
E. Cash and Cash Equivalent	12,140	12,022	10,398	12,022
TOTAL	34,563	34,103	33,611	34,103

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

Ninad Karpe
 Managing Director & CEO

Place : MUMBAI

Date : 05th August, 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 05th August, 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, 2013.
- 3 The Company has already made applications to the Central Government, seeking approval for remuneration paid to the Managing Director in excess of limits prescribed under the Companies Act, 1956 aggregating Rs. 25,03,601/- for the year ended 31st March, 2011, Rs. 67,46,296/- for the year ended 31st March 2012, approval for which are awaited. Application to the Central Government seeking waiver of excess remuneration of Rs. 54,90,522/- paid to the Managing Director for the year ended 31st March, 2013 shall be made in due course.
- 4 For the quarter ended June 30, 2013 on a standalone basis, Aptech Limited has reported (a) Turnover of Rs. 2541 Lakhs (b) Profit before tax of Rs. 464 Lakhs and (c) Profit after tax of Rs. 376 Lakhs.
- 5 Figures for the quarter ended March 31, 2013 are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the previous financial year. The figures for the previous periods have been regrouped/ reclassified accordingly.

For APTECH LIMITED


Ninad Karpe
Managing Director & CEO

Place : Mumbai
Date : 05th August, 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/Associate/Joint Venture ('the Group') for the quarter ended June 30, 2013, 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 initiated 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

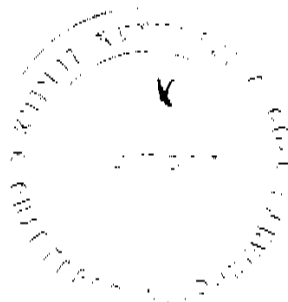
SCOPE OF REVIEW

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", AS-23, "Accounting for Investments in Associates in Consolidated Financial Statements" and AS-27, "Financial Reporting of Interests in Joint Ventures" 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. 58.92 lakhs for quarter ended June 30, 2013, capital employed amounting to Rs 13,072.18 lakhs as on the said date pertaining to four Subsidiaries, an Associate and a Joint Venture which have been reviewed by other auditor whose reports have been furnished to us. In our opinion, in so far as it relates to the amounts included in respect of these entities, is based solely on reports of those respective auditors

CONCLUSION

6. Based on our review conducted as above and subject to paragraphs 4, and 5 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.

Place: Mumbai,
Dated: August 05, 2013



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

Hasmukh B. Dedhia
Hasmukh B. Dedhia
Partner (F-33494)



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APTECH LIMITED

PART I : STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2013

₹ In Lakhs

Particulars	Quarter ended			Year ended
	30th June'13	31st Mar'13	30th June'12	31st Mar'13
	Unaudited			Audited
1. Income :				
Income from operations	2,541	3,325	2,105	10,036
Total Income	2,541	3,325	2,105	10,036
2. Expenditure :				
a. Employees cost	669	614	631	2,395
b. Training and Education expenses	985	1,280	495	3,031
c. Marketing and Advt. expenses	215	244	378	1,043
d. Administration expenses	427	405	460	1,840
e. Depreciation	111	186	139	627
Total Expenses	2,407	2,729	2,103	8,936
3. Profit from operations before other income (1-2)	134	596	2	1,100
4. Other income :	330	330	342	1,191
(a) Interest Income	260	238	243	980
(b) Other Income	70	92	99	211
5. Profit before interest and exceptional items (3+4)	464	926	344	2,291
6. Interest and finance charges	0	16	5	28
7. Profit after interest but before tax (5-6)	464	910	339	2,263
8. Exceptional Items				
Net Profit on sale of Chennai Premises	-	800		800
9. Profit / Loss from ordinary activities before tax (7 + 8)	464	1,710	339	3,063
10. Tax expense :				
Income tax and Wealth Tax	88	323	45	536
11. Profit / (Loss) after Tax (9 - 10)	376	1,387	294	2,527
12. Earnings per share (EPS)				
(a) Basic (₹)	0.77	2.84	0.60	5.18
(b) Diluted (₹)	0.77	2.84	0.60	5.18





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PART II : Selected Information for the quarter ended June 30,2013

(A) Particulars of shareholding :-

Particulars	Quarter ended			Year ended
	30th June'13	31st Mar'13	30th June'12	31st Mar'13
1. Public shareholding :-				
- Number of shares	29,976,385	29,976,385	29,976,385	29,976,385
- Percentage of share holding	61.44%	61.44%	61.44%	61.44%
2 . Promotors & Promotors 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%	3.45%	3.45%
- 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	18,165,036	18,165,036
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	96.55%	96.55%	96.55%	96.55%
- Percentage of shares (as a % of the total share capital of the Company)	37.23%	37.23%	37.23%	37.23%

(B) Information on investors' complaints for the quarter ended June 30, 2013

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

in Lakhs

PARTICULARS	Quarter ended			Year ended
	30th June'13	31st Mar'13	30th June'12	31st Mar'13
	Unaudited			Audited
1) SEGMENT REVENUE				
A. Retail	1,801	2,142	1,910	7,925
B. Institutional	649	1,276	227	2,283
TOTAL	2,550	3,418	2,137	10,208
2) SEGMENT RESULTS (BEFORE EXCEPTIONAL ITEMS)				
A. Retail	535	728	541	2,590
B. Institutional	135	520	(2)	686
TOTAL	670	1,248	539	3,276
Less: Overhead including other expenses (unallocable)	528	559	505	2,004
TOTAL	142	689	34	1,272
3) EXCEPTIONAL ITEMS				
Income/(expenses) (Unallocable)	-	800	-	800
TOTAL	-	800	-	800
4) SEGMENT RESULTS (AFTER EXCEPTIONAL ITEMS)				
A. Retail	535	728	541	2,590
B. Institutional	136	520	(2)	686
TOTAL	670	1,248	539	3,276
Less: Overhead including other expenses (unallocable)	528	(242)	505	1,204
TOTAL	142	1,490	34	2,072
Add: Other Unallocable income	322	238	310	1,019
Less: Interest and finance charges	0	18	5	28
TOTAL PROFIT BEFORE TAX	464	1,710	339	3,063
5) CAPITAL EMPLOYED (SEGMENT ASSETS - SEGMENT LIABILITIES)				
A. Retail	1,607	1,377	1,528	1,377
B. Institutional	452	541	179	541
C. Unallocable Assets- Liabilities	1,780	1,527	2,842	1,527
D. Investments and Advances to Subsidiaries	11,896	12,023	12,822	12,023
E. Cash and Cash Equivalent	11,393	11,296	9,420	11,296
TOTAL	27,128	26,764	28,791	26,764

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

Ninad Karpe
 Managing Director & CEO

Place : MUMBAI
 Date : 05th August, 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 05th August, 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, 2013.
- 3 The Company has already made applications to the Central Government, seeking approval for remuneration paid to the Managing Director in excess of limits prescribed under the Companies Act, 1956 aggregating Rs. 25,03,601/- for the year ended 31st March, 2011, Rs. 67,46,296/- for the year ended 31st March 2012, approval for which are awaited. Application to the Central Government seeking waiver of excess remuneration of Rs. 54,90,522/- paid to the Managing Director for the year ended 31st March, 2013 shall be made in due course.
- 4 Vide resolution passed by the Board of Directors of the Company at its meeting held on 13th May 2013, followed by a special resolution passed by the shareholders of the Company on 6th July 2013 through postal ballot, and in accordance with the provisions of sections 77A, 192A, other applicable provisions of the Companies Act, 1956 and SEBI (Buy Back of Securities) Regulations, 1998, Buyback of fully paid-up shares of the Company from the open market through stock exchanges was approved. The said buy-back of Equity Shares is at a price not exceeding Rs. 82/- per Equity Share, for an aggregate amount up to but not exceeding Rs. 64,65,60,816/- which is 24.99 % of the Company's total paid-up capital and free reserves as on March 31, 2013. Total number of shares bought back by the Company till 2nd August, 2013 are 9,09,673.
- 5 Figures for the quarter ended March 31, 2013 are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the previous financial year. The figures for the previous periods have been regrouped/ reclassified accordingly.

For APTECH LIMITED

N. Karpe
 Ninad Karpe
 Managing Director & CEO

Place : Mumbai

Date : 05th August, 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 ended June 30, 2013 (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 mis-statement.

For and on behalf of

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

Hasmukh B. Dedhia
Partner (F-33494)

Place: Mumbai,
Dated: August 05, 2013

