



Unleash your potential

APTECH LIMITED

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FOR THE ATTENTION OF THE SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF APTECH LIMITED PUBLIC ANNOUNCEMENT

This Public Announcement is made pursuant to Regulation 15(c) and Regulation 15(d) read with Regulation 8(1) and in compliance with other applicable provisions of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buy-back Regulations") and contains disclosures as specified in Schedule II to these Buy-back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGE(S)

1. DETAILS OF THE OFFER & BUY-BACK PRICE:

1.1 APTECH LIMITED ("Company") hereby announces its intention to buy-back its fully paid-up equity shares of face value Rs. 10 each ("Equity Shares") from the existing shareholders/beneficial owners, other than the promoters/ persons who are in control of the Company, from the open market through stock exchanges pursuant to Article 57 of the Articles of Association of the Company and in accordance with Sections 77A, 77AA and 77B and all other applicable provisions, if any, of the Companies Act, 1956 ("Act") and the Buy-back Regulations. The Company intends to buy-back Equity Shares at a price not exceeding Rs. 82/- (Indian Rupees Eighty two) per Equity Share payable in cash (the "Maximum Offer Price"), for an aggregate amount up to but not exceeding Rs. 64.65,60,816/- (Indian Rupees Sixty four crores sixty five lakhs sixty thousand eight hundred sixteen) (the "Maximum Offer Size") which is 24.99% of the Company's total paid-up capital and free reserves as on March 31, 2013 (the date of the last audited accounts, which have been approved by the Board and is subject to adoption by the shareholders of the Company). The Maximum Offer Price as well as the Maximum Offer Size do not include brokerage costs. Securities and Exchange Board of India ("SEBI") turnover charges, taxes such as securities transaction tax, service tax and relevant stamp duty and other incidental expenses in relation to the Buyback (as defined below), collectively referred to as "Transaction Costs".

1.2 The buy-back will be implemented by the Company by way of open market purchases through the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), (collectively referred to as "Stock Exchanges"), using their electronic trading facilities. The Company shall not buy-back its Equity Shares from any person through negotiated deals, whether on or off the Stock Exchange(s) or through spot transactions or through any private arrangement in the implementation of the buy-back.

2. AUTHORITY FOR THE OFFER OF BUY-BACK

Section 77A of the Act read with the Buy-back Regulations, *inter alia*, permits buy-back by a company up to 25% (twenty five per cent) of the total paid-up equity capital and free reserves of the company, in case such buyback is authorized by way of a special resolution passed in the general meeting of the company authorizing the buy-back. The Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Postal Ballot Rules") provides that the resolution in relation to the buy-back of its shares by a company is required to be passed by way of postal ballot. Pursuant to the provisions contained in (i) Article 57 of the Articles of Association of the Company; (ii) Sections 77A, 77AA, 77B, 192A and all other applicable provisions, if any, of the Act; (iii) Postal Ballot Rules; and (iv) the provisions contained in the Buy-back Regulations; the present offer for buy-back of Equity Shares of the Company from the open market through the Stock Exchange(s) has been authorised by the Board of Directors of the Company ("the Board") at its meeting held on 13 May 2013, subject to the approval of the shareholders of the Company. Notice to the shareholders of the Company for approving the Buy-back by way of postal ballot had been dispatched on 3 June 2013, along with the explanatory statement containing the disclosures as required under Part A of Schedule II of the Buy-back Regulations. The shareholders have approved the Buy-back in accordance with the provisions of section 192A of the Act read with the Postal Ballot Rules. The results of the postal ballot were declared on 6 July 2013.

DISCLOSURES REQUIRED IN TERMS OF REGULATION 5 AND 8(1) READ WITH PART A OF SCHEDULE II OF THE BUY-BACK REGULATIONS

3. Disclosures as required under Regulation 5(1) and 8(1) read with Part A of the Schedule II of the buy-back Regulations are set out herein below:

3.1 The Board at its meeting held on 13 May 2013 approved the buyback of its Equity Shares from the existing shareholders/ beneficial owners, other than the promoters/ persons who are in control of the Company, from the open market through stock exchanges, in accordance with the provisions contained in Article 57 of the Articles of Association of the Company and Sections 77A, 77AA and 77B and all other applicable provisions of the Act and the provisions contained in the Buyback Regulations, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to all such approvals, permissions and sanctions as may be necessary, including the approval of the shareholders of the Company, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions ("Buyback").

3.2 The Board have approved an aggregate amount of up to but not exceeding the Maximum Offer Size for the Buyback which is 24.99% of the Company's total paid-up capital and free reserves as on 31 March 2013 (the date of the last audited accounts, which have been approved by the Board and is subject to adoption by the shareholders of the Company). The funds required under the Buyback would be met out of cash / bank balances and/or investments made by the Company.

3.3 The Buyback, as sanctioned by the Board, is subject to Maximum Offer Size at a price per Equity Share not exceeding the Maximum Offer Price. Neither the Maximum Offer Price nor the Maximum Offer Size includes the Transaction Costs. In the event the Company buys back (i) each Equity Share at the Maximum Offer Price; and (ii) Equity Shares for an aggregate amount equal to Maximum Offer Size; the maximum number of Equity Shares that can be bought back would be 78,84,888 (seventy eight lakhs eighty four thousand eight hundred eighty eight) Equity Shares (the "Maximum Offer Shares"). During the Buyback offer period the Company proposes to buyback a minimum of 19,71,222 (nineteen lakhs seventy one thousand two hundred twenty two) Equity Shares (the "Minimum Offer Shares") and a maximum of up to Maximum Offer Shares. The actual number of Equity Shares bought back will depend upon the average price excluding Transaction Costs paid for the Equity Shares bought back and will be subject to the aggregate consideration paid for the Buyback which shall not exceed the Maximum Offer Size. Subject to the foregoing, if the Equity Shares are bought back at an average price below the Maximum Offer Price, the numbers of Equity Shares bought back could exceed the Maximum Offer Shares. The Maximum Offer Shares are 16.16% of the pre Buyback paid-up equity share capital. The actual number of shares bought back is also subject to: (i) the Buyback not causing the Company to be in violation of the conditions for continuous listing prescribed in terms of Clause 40A of the listing agreement between the Company and the Stock Exchanges i.e., maintaining the minimum public shareholding at 25%; and (ii) the Equity Shares that may be bought back in a financial year shall not exceed 25% of the paid up equity capital outstanding in that financial year i.e 1,21,97,855 (one crore twenty one lakhs ninety seven thousand eight hundred fifty five) Equity Shares.

3.4 The Buyback is expected to increase shareholder value. The Buyback will result in a reduction of number of Equity Shares accompanied by possible increase in earnings per share ("EPS"). The Buyback will also provide a tax efficient mechanism to return surplus cash to public shareholders and create long term value for continuing shareholders.

3.5 The Buyback is proposed to be implemented by the Company by way of open market purchases through the Stock Exchanges, using their electronic trading facilities. The Company shall not buyback its Equity Shares from any person through negotiated deals, whether on or off the Stock Exchange(s) or through spot transactions or through any private arrangement in the implementation of the Buyback.

3.6 The Maximum Offer Price has been arrived at after taking into consideration various factors including but not limited to the book value, other financial ratios, the market value as well as stock price performance on the Stock Exchanges and the possible impact of the Buyback on the Company's EPS.

3.7 The aggregate shareholding of the promoters and directors of the promoters as on the date of the notice to the shareholders for approving the Buyback through postal ballot, i.e. 30 May 2013, was 1,88,15,036 (one crore eighty eight lakhs fifteen thousand thirty six) Equity Shares constituting 38.56% of the paid-up share capital of the Company.

3.8 The holding of the promoters and of the directors of the promoters, where the promoter is a company and of the persons who are in control of the Company, post Buyback would be approximately 46.00% of the total equity capital of the Company, assuming that (i) the buyback of Maximum Offer Shares; and (ii) the number of Equity Shares held by the promoters and persons in control of the Company do not undergo a change. Regulation 10(4)(c) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") provides an exemption from the requirement of making an open offer pursuant to an increase in voting rights of any shareholder caused due to a buyback of shares by the company, subject to compliance with the conditions stipulated therein. Any consequential increase in the shareholding / voting rights of the promoters would be exempt in terms of proviso to regulation 10(4)(c) of the Takeover Regulations, subject to compliance of the provisions of the said Takeover Regulations.

Mr Rakesh Jhunjhunwala, Mr Asit Kitcha, Mr Utpal Sheth and Mr Rajiv Agarwal, being interested in the resolution approving the Buyback in their capacity as promoter directors of the Company, have abstained from voting in the resolution of the members in relation to approving the Buyback. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.

Rare Equity Private Limited, one of the promoters of the Company, currently holds Equity Shares aggregating to 21.63% of the equity share capital of the Company. Assuming the Buyback of Maximum Offer Shares, the individual shareholding of Rare Equity Private Limited may exceed the threshold limit prescribed under regulation 3(1), i.e. 25% of the equity share capital of the Company, thereby triggering an obligation of making an open offer as per the provisions of regulation 3(3) of the Takeover Regulations. In the event of such an increase in shareholding, Rare Equity Private Limited would be entitled to avail the exemption under regulation 10(3) of the Takeover Regulations by reducing its shareholding to the aforementioned limit within 90 days from the date of closure of the Buyback.

39 No Equity Shares have been purchased or sold by the promoters and the directors of the promoters, where the promoter is a company and the persons who are in control of the Company, during a period of 6 (six) months period prior to the date of the Board meeting held on 13 May 2013 at which the Buyback was approved i.e. 13 November 2012 till the date of the notice for the postal ballot for approving the Buyback i.e. 30 May 2013.

3.10 Pursuant to Regulation 15(b) of the Buyback Regulations, the promoters and persons in control of the Company are not entitled to offer Equity Shares held by them under the Buyback. Accordingly, the promoters and persons in control of the Company will not participate in the Buyback and the Company shall not purchase equity shares under the Buyback from the promoters / persons who are in control of the Company. Further, in terms of Regulation 19(1)(e) of the Buyback Regulations, the promoters and persons in control of the Company will not deal in the Equity Shares and other specified securities in the Stock Exchanges during the period for which the Buyback is open.

3.11 As per the provisions of the Act and the Buyback Regulations, the Company confirms that it will not issue fresh Equity Shares during the Buyback period, whether by way of bonus issue or in the discharge of subsisting obligations, such as conversion of convertible instruments, stock options or otherwise. Further, the Company confirms that it will not issue fresh Equity Shares of the same kind within a period of 6 (six) months from the completion of Buyback except by way of bonus issue or in the discharge of subsisting obligations such as stock option schemes, sweat equity or conversion or debentures or preference shares into Equity Shares.

3.12 There are no defaults subsisting in repayment of deposits or redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.

3.13 The Board of Directors of the Company confirm that it has made a full inquiry into the affairs and prospects of the Company and they have formed the opinion:

(a) that immediately following the date on which the (i) meeting of the Board of Directors was held, that is, 13 May 2013; as well as (ii) results of the postal ballot were announced, i.e. 6 July 2013, there are/will be no grounds on which the Company could be found unable to pay its debts;

(b) that as regards its prospects for the year immediately following the date of the (i) meeting of the Board of Directors was held, that is, 13 May 2013; as well as (ii) results of the postal ballot were announced, i.e. 6 July 2013, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which in their view are available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

(c) that in forming their opinion for the above purposes, the Directors have taken into account the liabilities, as if the Company were being wound up under the provisions of the Act (including prospective and contingent liabilities).

3.14 The report dated 28 May 2013 received from, M/s. Khimji Kunverji & Company, Chartered Accountants, the Auditors of the Company addressed to the Board of Directors of the Company is reproduced below:

"In connection with the proposal of Aptech Limited ("the Company") to buy back its equity shares pursuant to the provisions of sections 77A, 77AA and 77B of the Companies Act, 1956 ("the Act") and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time ("the Buy Back Regulations"), as approved by the Board of Directors of the Company at their meeting held on May 13, 2013 which is further subject to the approval of the shareholders of the Company, and according to the information and explanations given to us, we report as under:

a) We have inquired into the state of affairs of the Company with reference to its audited financial statements for the year ended March 31, 2013 approved by the Board of Directors at their meeting held on May 13, 2013, which have been audited by us;

b) The board of directors at its meeting held on May 13, 2013 have approved, subject to further approval of shareholders, the buy-back by the Company of its fully paid-up equity shares of Rs. 10/- each ("Equity Shares"), at a price not exceeding Rs. 82/- per Equity Share ("Maximum Offer Price") payable in cash, up to an aggregate amount not exceeding Rs. 64,65,60,816/- (Rupees Sixty Four Crores Sixty Five lakhs Sixty Thousand Eight Hundred and Sixteen only) ("Maximum Offer Size"). The maximum amount of permissible capital payment (including premium) towards buy back of equity shares as computed below, has been properly determined in accordance with the Section 77A(2)(c) of the Act.

Particulars	Amount in Rs.
Paid up Equity Share Capital as at March 31, 2013	487,914,210/-
Free Reserves (including Securities Premium) as at March 31, 2013 *	2,086,329,179/-
Total	2,586,243,389/-
Maximum amount permissible for the Buy Back i.e. 25% of total paid-up equity capital and free reserves	646,560,816/-
Maximum Offer Size i.e., 24.99% of total paid up equity capital and free reserves	646,560,816/-

* Free reserves have been calculated as: All reserve except Capital redemption reserve and Cash flow hedging reserve which are not available for distribution of dividend.

c) The Board of Directors at their meeting held on May 13, 2013 have formed its opinion as specified in Clause (x) of Part A of Schedule II of the Buy-Back Regulations that on reasonable grounds, the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the said meeting.

This certificate is issued at the request of the Company for the purpose of its compliance with the Buy Back Regulations and should not be circulated to any other person for any other purpose without our prior written consent.

Place: Mumbai
Date: May 28, 2013

For Khimji Kunverji & Co.

Chartered Accountants

Firm Registration No: 105146W

Hasmukh B Dedhia

Partner (F-033494)*

DISCLOSURES REQUIRED IN TERMS OF PART B OF SCHEDULE II OF THE BUY-BACK REGULATIONS

4. AUTHORITY FOR THE BUYBACK, THE MINIMUM AND THE MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK, SOURCES OF FUNDS FROM WHICH THE BUY-BACK WOULD BE MADE AND THE COST OF FINANCING THE BUY-BACK

4.1 Pursuant to the provisions contained in (i) Article 57 of the Articles of Association of the Company; (ii) Sections 77A, 77AA, 77B, 192A and all other applicable provisions, if any, of the Act; (iii) Postal Ballot Rules; and (iv) the provisions contained in the Buy-back Regulations; the present offer for buy-back of Equity Shares of the Company from the open market through the Stock Exchange(s) has been authorised by:

(a) resolution passed by the Board at its meeting held on 13 May 2013

(b) a special resolution passed by the shareholders of the Company through postal ballot, in accordance with the provisions of sections 77A, 192A and other applicable provisions of the Act, as well as the Postal Ballot Rules. The result of the postal ballot was declared on 6 July 2013.

4.2 During the Buyback offer period the Company proposes to buyback a minimum of 19,71,222 (nineteen lakhs seventy one thousand two hundred twenty two) Equity Shares i.e., Minimum Offer Shares and a maximum of 78,84,888 (seventy eight lakhs eighty four thousand eight hundred eighty eight) Equity Shares i.e., Maximum Offer Shares. The actual number of Equity Shares bought back will depend upon the average price excluding Transaction Costs paid for the Equity Shares bought back and will be subject to the aggregate consideration paid for the Buyback which shall not exceed the Maximum Offer Size. Subject to the foregoing, if the Equity Shares are bought back at an average price below the Maximum Offer Price, the numbers of Equity Shares bought back could exceed the Maximum Offer Shares. The Maximum Offer Shares are 16.16% of the pre Buyback paid-up equity share capital. The actual number of shares bought back is also subject to: (i) the Buyback not causing the Company to be in violation of the conditions for continuous listing prescribed in terms of Clause 40A of the listing agreement between the Company and the Stock Exchanges (as defined below) i.e., maintaining the minimum public shareholding at 25%; and (ii) the Equity Shares that may be bought back in a financial year shall not exceed 25% of the paid up equity capital outstanding in that financial year i.e 1,21,97,855 (one crore twenty one lakhs ninety seven thousand eight hundred fifty five) Equity Shares.

4.3 The Company has adequate liquidity which is reflected in the cash and bank balances, fixed deposits etc. The Company would use a combination of the aforesaid resources for the buy-back. The cost of financing the buy-back would result in a notional reduction in the interest income, which the Company could have otherwise earned on the funds deployed in liquid assets.

5. THE PROPOSED TIMETABLE

Activity	Date
Board Meeting approving buy-back	13 May 2013
Date of Public Announcement	7 July 2013
Date of opening the buy-back	24 July 2013
Acceptance of Equity Shares	Within 15 (fifteen) days of the relevant pay-out dates of the Stock Exchanges
Extinguishment of Equity Shares/certificates	Within 15 (fifteen) days of acceptance of Equity Shares as mentioned above, provided that the Company shall ensure that the Equity Shares bought back are extinguished within 7 (seven) days of the last day of completion of the buy-back.
Last Date for the buy-back	5 July 2014 (that is 12 months from the date of declaration of the results of the postal ballot approving the Buy-back); or - when the Company has completed buy-back; or - such earlier date as may be determined by the Company at any time on buy-back of the Minimum Offer Shares even if the Maximum Offer Shares has not been bought back (by giving appropriate notice for such earlier date, if any), whichever is earlier.

THE PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK:

6.1 The Buyback is open to all equity shareholders / beneficial owners holding Equity Shares, both registered and unregistered, either in physical and/or electronic form, save and except promoters or persons in control of the Company.

6.2 The Buyback will be implemented by the Company by way of open market purchases through the BSE and the NSE using their nationwide trading terminals.

6.3 For the aforesaid buy-back of Equity Shares, the Company has appointed the following registered broker ("Appointed Broker") through whom the purchases and settlement on account of buy-back would be made:

HDFC Securities Limited

I Think Techno Campus, "Alpha", Building – B, Office Floor 8, Opp. Crompton Greaves, Kanjurmarg (East), Mumbai - 400 042, Maharashtra, India

6.4 The Buyback of Equity Shares will be made only through the order matching mechanism except "all or none" order matching system. Further, the Company shall not buyback the locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable.

6.5 The Equity Shares of the Company are traded in the compulsory demat mode under the trading code(s) "532475" at BSE and "APTECHT" at NSE. Shareholders holding Equity Shares in physical form can sell their Equity Shares in the odd lot trading segment of the Stock Exchanges.

6.6 Beneficial owners, that is, persons who hold Equity Shares in electronic form and who desire to offer their Equity Shares under the buy-back, would have to do so through their stock broker, who is a member of either the NSE or the BSE. The Company shall place a "buy" order for Buy-back of Equity Shares, by indicating to their Appointed Broker the number of Equity Shares they intend to buy with a price. The price at which the order matches the trade would be executed and that price would be the buy-back price for that offer. It may specifically be noted that a uniform price would not be paid to all the offerors under the Buyback and the same would depend on the price at which the trade with that offeror was executed.

6.7 The Company may from time to time, commencing from 24 July 2013, place "buy" orders at least once every week on the BSE and/or the NSE to buy the Equity Shares through the Appointed Broker, in such quantity and at such prices, not exceeding the Maximum Offer Price, as it may deem fit, depending upon the prevailing quotations of the Equity Shares on the Stock Exchanges. When the Company has placed an order for buy-back of the Equity Shares, the identity of the Company as purchaser would be available to the market participants of the Stock Exchanges.

6.8 Nothing contained herein shall confer any right to any shareholder to offer, or any obligation on the part of the Company or the Board to buy-back, any Equity Shares and/or to impair any power of the Company or the Board or the Committee authorised by the Board to terminate any process in relation to such buy-back in accordance with applicable law.

6.9 The Company will pay the buy-back consideration to the Appointed Broker on or before every pay-in-date for each settlement, as applicable to NSE / BSE, through which Exchange the transaction was executed.

6.10 The beneficial owners, that is, persons who hold Equity Shares in electronic form would be required to transfer the number of Equity Shares sold, in favour of the broker through whom the trade was executed, by tendering the delivery instruction to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the brokers' pool account. The shareholders holding equity shares in physical form are required to submit the shares under the Buyback through their broker and execute the share transfer deed(s), attach the relevant share certificate(s) and hand over the complete set / documents to his/her broker for settlement.

6.11 The Company has opened a depository account with the name and style of "Aptech Limited" with HDFC Bank Limited with DP ID IN301549 and Client ID 38207591. The Equity Shares bought back in electronic form would be transferred into the aforesaid account by the Appointed Broker, on receipt of the shares and after the completion of the clearing and settlement mechanism of BSE and NSE.

6.12 The ISIN of the Company is INE266F01018. The Equity Shares lying in credit in the aforesaid depository account will be periodically extinguished within the stipulated days in the manner specified in the Buyback Regulations. In respect of Equity Shares bought back in the physical form, the Equity Shares would be extinguished and the share certificates physically destroyed within the stipulated days in the manner specified in the Buyback Regulations. The details of the Equity Shares extinguished would be notified to all the stock exchanges on which the Equity Shares are listed and to the Securities and Exchange Board of India as per the provisions of the Buy-back Regulations.

6.13 The Company and the Manager to the Buy-back shall submit the information regarding bought back shares to the Stock Exchanges on a daily basis and publish the said information in a national daily on a fortnightly basis and every time an additional 5% of the Buy-back has been completed. Provided that where there is no buy back during a particular period, the Company and the Manager to the Buy-back shall not be required to publish the details in a national daily.

7. THE MAXIMUM AMOUNT TO BE INVESTED UNDER THE BUY-BACK

7.1 The maximum amount required by the Company for the Buyback would be the Maximum Offer Size.

7.2 The Company shall place buy orders and purchase Equity Shares subject to Maximum Offer Size so long as the price up to or below the Maximum Offer Price and the buy-back will close in terms with the timetable mentioned herein. However, it is being clarified that the Company shall have the flexibility to close the buy-back at an earlier date in the event the Minimum Offer Shares have already been purchased.

7.3 The fact that the Board Resolution provides for the Maximum Offer Price does not indicate that the Company will or is obliged to buy or continue to buy Equity Shares, so long as the market price is below the Maximum Offer Price. Similarly, the fact that the Board Resolution indicates the Maximum Offer Size not exceeding Rs. 64,65,60,816/- (Indian Rupees Sixty four crores sixty five lakhs sixty thousand eight hundred sixteen) does not indicate that the Company will utilize or is obliged to utilize, the entire amount in the buy-back or that the Company will buy or is obliged to buy all the Maximum Offer Shares.

8. BRIEF INFORMATION ABOUT THE COMPANY

8.1 The Company was incorporated on 25 January 2000 as a public limited company under the Act, by the name of Aptech Online Limited having Registration No. of 11-123841 at Mumbai. Subsequently the name of the Company was changed to Aptech Training Limited on 18 July 2001. Thereafter, the name of the Company was changed to Aptech Limited on 4 October 2002. The registered office of the Company is situated at Aptech House, A-65, M.I.D.C., Marol, Andheri (East), Mumbai, Maharashtra - 400 093.

8.2 The Company is a business of education and training. Under Individual Training, the Company offers career and professional training through its Aptech Computer Education, Arena Animation & Maya Academy of Advanced Cinematics (both in Animation & Multimedia), Aptech Hardware & Networking Academy, Aptech Aviation & Hospitality Academy and Aptech English Learning Academy branches. Enterprise business includes Content Development (Aptech Learning Services), Training and Assessment Solutions for Corporates & Institutions (Aptech Training Solutions, Aptech Assessment & Testing Solutions).

9. AUDITED FINANCIAL INFORMATION FOR THE LAST 3 YEARS AND FINANCIAL RATIOS

The audited financial information of the Company on standalone basis for the last three financial years are given below:

	FY 2010-11	FY 2011-12	FY 2012-13
Net Sales	94.15	90.95	100.36
Other Income	4.87	12.25	11.91
Total Income	99.02	103.20	112.27
Total Expenditure	90.66	84.99	89.64
Profit before exceptional items and tax	8.36	18.22	22.63
Exceptional Items	-	-	8.00
Profit before tax	8.36	18.22	30.63
Profit after tax	7.89	18.20	25.27
Paid-up Equity Share Capital	48.77	48.79	48.79
Free Reserves (including Securities Premium)	205.77	207.34	209.83
Networth (Paid up capital and Free reserves)	254.54	256.13	258.62
Total Debt	-	-	-
Key Ratios			
Earnings Per Share (EPS) (Rs.)	1.63	3.73	5.18
Book Value per share (BV) (Rs.)	52.19	52.49	53.01
Debt: Equity Ratio	-	-	-
Return on Net worth (%)	3.10	7.11	9.77

The key ratios have been computed as below:

Earnings Per Share (EPS)	Profit after tax/No. of outstanding shares
Book Value Per Share (BV)	Networth (Paid up capital and Free Reserves)/No. of outstanding shares
Debt: Equity Ratio	Total Debt/Networth
Return on Networth	Profit after tax/ Networth (Paid up capital and Free Reserves)

10. ESCROW ACCOUNT: NOT APPLICABLE

11. LISTING DETAILS AND STOCK MARKET DATA:

The Equity Shares of the Company are presently listed on BSE and NSE and the Company's global depository receipts are listed on Luxembourg Stock Exchange.

11.1 The (i) high, low and average market prices of equity shares of the Company for the preceding 3 (three) calendar years; (ii) monthly high, low and average market prices for the six months preceding the date of this Public Announcement; (iii) their corresponding volumes on NSE and BSE; and (iv) the volume of securities traded in each month during the 6 (six) months preceding the date of this Public Announcement along with high, low and average prices of the Equity Shares, are as follows:

NSE

Period	High (Rs.)	Date of High	No. of Shares traded on date of high	Low (Rs.)	Date of Low	No. of Shares traded on date of low	Average Price (Rs.)*	Total no. of Shares traded in that period
Jan 01, 2010 to June 28, 2010	203.85	6-Jan-10	2,882,515	115.90	25-May-10	307,151	162.20	76,066,966
Listing approval dtd June 29, 2010 for the Preferential Allotment pursuant to acquisition of Maya Entertainment Limited**								
June 30, 2010 to Nov 28, 2010	175.10	6-Oct-10	3328705	123.35	26-Nov-10	394,968	153.79	80,625,172
Listing approval dtd Nov 29, 2010 for the Preferential Allotment pursuant to acquisition of Maya Entertainment Limited**								
Nov 30, 2010 to Dec 31, 2010	137.20	2-Dec-10	341,632	118.65	9-Dec-10	249,811	126.51	7,318,619
Jan 01, 2011 to Dec 31, 2011	141.40	4-Jan-11	960,826	65.95	30-Dec-11	351,663	107.93	180,302,079
Jan 01, 2012 to Dec 31, 2012	97.40	16-Jan-12	2,223,172	65.50	2-Jan-12	312,282	75.61	98,703,449
Jan-13	71.35	3-Jan-13	1,179,140	58.30	31-Jan-13	292,973	65.96	10,981,762
Feb-13	58.20	1-Feb-13	124,950	46.45	28-Feb-13	588,664	52.03	6,376,276
Mar-13	50.90	8-Mar-13	513,211	41.00	20-Mar-13	220,425	45.52	5,268,011
Apr-13	47.50	2-Apr-13	331,952	43.65	9-Apr-13	313,459	45.65	4,571,400
May - 13	63.35	14-May-13	6,312,206	43.95	3-May-13	10,588	55.47	31,437,072
Jun - 13	62.85	27-Jun-13	222,248	55.20	3-Jun-13	283,699	59.82	6,570,699