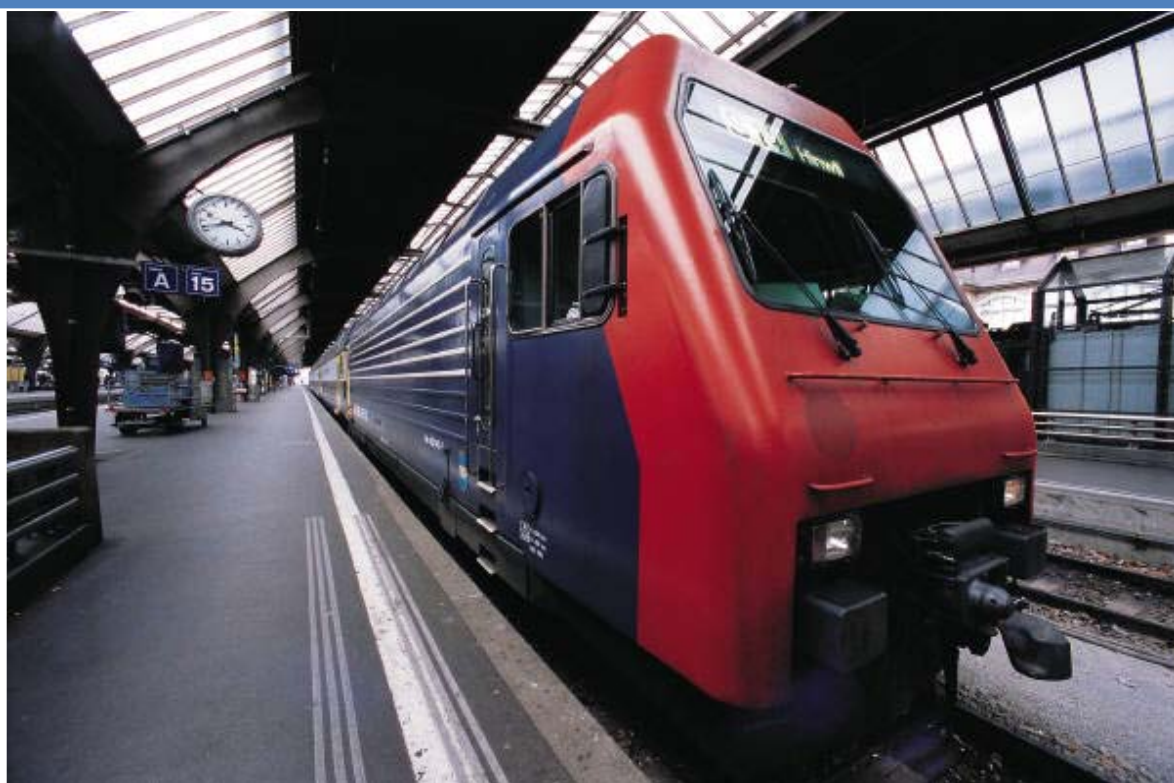


# Avance Technologies Limited



Annual Report 16-17

## **BOARD OF DIRECTORS**

Srikrishna Bhamidipati	Chairman and Managing Director
Sanjay Tak	Non-Executive Director
Vasant Bhoir	Non-Executive Director
Bimal Kamdar	Independent Director
Akshay Nawale	Independent Director
Pooja Srivastava	Independent Director

## **Key Managerial Personnel**

Vijay Purohit	Chief Financial Officer
Srikrishna Bhamidipati	Compliance Officer

## **AUDITORS**

Tejas Nadkarni & Associates

## **PRINCIPAL BANKERS:**

Dhanlaxmi Bank  
Bank of Baroda  
Axis bank

## **REGISTERED OFFICE**

### **Avance Technologies Limited**

Unit no. 7, Adivn Building, 5<sup>th</sup> Floor,  
Near Metro, New Marine Lines,  
Mumbai- 400002.

**Phone:** 022-65652123/8108700121

**Email:** [avancetechnologiesltd@gmail.com](mailto:avancetechnologiesltd@gmail.com),  
[info@avance.in](mailto:info@avance.in); **Website:** [www.avance.in](http://www.avance.in)

**CIN:** L51900MH1985PLC035210

## **REGISTRAR AND SHARE TRANSFER AGENT**

### **Purva Sharegistry (I) Private Limited**

No. 9, Shiv Shakti Industrial Estate,  
Ground Floor, J R Boricha Marg,  
Opp. Kasturba Hospital,  
Lower Parel, Mumbai- 400011.

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## **NOTICE**

**NOTICE** is hereby given that the Thirty Third Annual General Meeting of Avance Technologies Limited will be held on Friday, 29<sup>th</sup> September, 2017 at 3.30 p.m. at Kshatriya Dnyati Sabhagruh, Raja Ram Mohan Roy Road, Opp. Portuguese Church, Girgaum, Mumbai 400004, to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **1. To receive, consider and adopt:**

- a. The Audited Financial Statements of the Company for the financial year ended March, 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon;
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Vasant Bhoir (DIN: 07596882) who retires by rotation and is eligible for re-appointment.

#### **3. Appointment of Statutory Auditor:**

To Consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s DP Agarwal & Co., Chartered Accountants (firm registration no. 100068W) be and is hereby appointed as the Statutory Auditors of the Company in place of Tejas Nadkarni and Associates, Chartered Accountants (firm registration no. 123638W) who shall hold office for a period of five years, from the conclusion of this Annual General Meeting until the conclusion of the 38<sup>th</sup> Annual General Meeting of the company, subject to ratification by shareholders at every annual general meeting to be held hereafter, on such remuneration and out of pocket expenses as may be mutually agreed by them with the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

### **SPECIAL BUSINESS:**

#### **4. Appointment of Mr. Akshay Nawale as a Non-Executive Independent Director of the Company:**

To Consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder and regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment or re-enactment thereof, if any, Mr. Akshay Nawale (DIN: 07597069) who was appointed as an Additional Director by the Board of Directors effective September 06, 2017 pursuant to Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a term of five years and shall hold office up to the September 05, 2022.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deed and things, as may be deemed necessary and expedient to give effect to this resolution.”

**5. Appointment of Mr. Sanjay Tak as a Non-Executive Director of the Company:**

To Consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, Mr. Sanjay Tak (DIN: 07471365) who was appointed as an Additional Director by the Board of Directors effective September 06, 2017 pursuant to Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 be and is hereby appointed as a Non-Executive Director of the Company.

**RESOLVED FURHTER THAT** any of the Directors be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

**By the order of the Board  
For Avance Technologies Limited**

**Sd/-**

**Srikrishna Bhamidipati  
Chairman & MD**

**Place: Mumbai.**

**Date: September 06, 2017.**

## NOTES:

1. The relative Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, ("the Act") setting out material facts in respect of business under item no. 4 and 5 to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
3. Members/Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and the Share Transfer Books will remain closed from Saturday, 23, 2017 to Friday, September 29, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
5. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the Secretarial Standard- 2 on "General Meetings", the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
6. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
7. Members desiring any information as regards the accounts are requested to write to the compliance officer at an early date so as to enable the management to reply at the meeting. For any communication, the members may also send requests to the company's investor email id: [info@avance.in](mailto:info@avance.in) , [avancetechnologiesltd@gmail.com](mailto:avancetechnologiesltd@gmail.com)
8. Members are requested to kindly bring their copies of the Annual Report to the meeting. As per the requirement of the Secretarial Standard- 2 on "General Meetings" the route map showing directions to reach the venue of the meeting is annexed to the Notice.

9. The Notice of the AGM along with the Annual Report of 2016-17 is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the 'Green Initiative' Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. [www.avance.in](http://www.avance.in)

**10. Voting through electronic means:**

In Compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service by Central Depository Services Limited (CDSL), the instructions for remote e-voting are as under:

The Board of Directors has appointed M/s. Mayank Arora & Co., Practicing Company Secretary as the scrutinizer will be responsible to conduct e-voting in a fair and transparent manner.

Vote once cast by the member cannot be changed /altered.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (i) The voting period begins on Tuesday, September 26, 2017 at 9:00 a.m. and ends on Thursday, September 28, 2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Avance Technologies Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:

- (xx) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- (xxi) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (xxiii) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (xxiv) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxvi) Voting will be provided to the members through e-voting and/or at the venue of the Meeting. A member can opt for only one mode of voting i.e. either through e-voting or ballot if a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
- (xxvii) All the documents referred to in the accompanying notice and Explanatory Statement are open for inspection at the Company's Registered Office on all working days of the Company between 10.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting except Saturdays, Sundays and Public Holidays.
- (xxviii) Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.

**Details of Directors seeking Appointment and Re-appointment at the ensuing Annual General Meeting:**

<b>Name</b>	<b>Vasant Bhoir</b>	<b>Akshay Nawale</b>	<b>Sanjay Tak</b>
<b>DIN</b>	07596882	07597069	07471365
<b>Qualification</b>	Graduate	Graduate	Graduate
<b>Expertise in specific general functional area</b>	He is an excellent analyst and has a good command over the subject. He has good exposure in the field of marketing.	He has rich experience in the Technology Sector	He has over seven years of experience in business administration and marketing.
<b>No. of shares held</b>	-	-	-
<b>No. of Board Meetings attended in FY 2016-17</b>	3	NA	NA



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, IS ANNEXED HERETO.**

**Item No. 4:**

Mr. Akshay Nawale was appointed as an Additional Director w.e.f. September 06, 2017. As per the provisions of section 161 of the Companies Act, 2013, Mr. Akshay Nawale will hold office only up to the date of the ensuing Annual General Meeting of the Company.

A notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr. Akshay Nawale as a Non-Executive Independent Director along with the deposit amount as prescribed under the Companies Act, 2013. The Company has also received the declaration of Independence as required under section 149(6) of the Companies Act, 2013 from Mr. Akshay Nawale.

Mr. Akshay Nawale is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Hence, it is proposed to appoint Mr. Akshay Nawale as an Independent Director of the Company for a period of five years effective from September 06, 2017 to September 05, 2022.

The Board recommends the resolution at item no. 4 for the approval of the shareholders.

None of the Directors and key managerial personnel of the Company or their respective relatives, except Mr. Akshay Nawale, are concerned or interested in this resolution.

**Item no. 5:**

Mr. Sanjay Tak was appointed as an Additional Director w.e.f. September 06, 2017. As per the provisions of section 161 of the Companies Act, 2013, Mr. Sanjay Tak will hold office only up to the date of the ensuing Annual General Meeting of the Company.

A notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr. Sanjay Tak as a Non-Executive Director along with the deposit amount as prescribed under the Companies Act, 2013.

Mr. Sanjay Tak is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Hence, it is proposed to appoint Mr. Sanjay Tak as a Non-Executive Director liable to retire by rotation.

The Board recommends the resolution at item no. 5 for the approval of the shareholders.

None of the Directors and key managerial personnel of the Company or their respective relatives, except Mr. Sanjay Tak, are concerned or interested in this resolution.

**For and on behalf of the Board  
For Avance Technologies Limited**

**Sd/-**

**Srikrishna Bhamidipati  
Chairman & MD**

**Place: Mumbai.**

**Date: September 06, 2017.**

## BOARD'S REPORT

TO  
THE MEMBERS  
AVANCE TECHNOLOGIES LIMITED

The Directors have pleasure in presenting the 33<sup>rd</sup> Annual Report of your company with its Audited Financial Statements for the year ended March 31, 2017:

### (1) Financial Results

Particulars	Standalone		Consolidated
	2016-17	2015-16	2016-17
	(Rs.)	(Rs.)	(Rs.)
Total Income	899,312,084.00	1,017,589,896.00	899,324,084.00
Profit Before Finance Costs and Tax	2,135,803.00	1,080,606.00	2,123,288.00
Less: Finance Costs	6257.00	38,891.00	6,257.00
Profit Before Tax and Exceptional Item	2,129,546.00	1,041,715.00	2,129,546.00
Less: Exceptional Items	-	(12,000,000.00)	-
Profit / (Loss) before Tax	2,129,546.00	(10,958,285.00)	2,129,546.00
Less Current year Tax	-	-	-
Less: Deferred Tax	8,139.00	9,887.00	8,139.00
Profit After Tax	2,121,407.00	(10,968,172.00)	2,121,407.00
EPS	0.001	(0.01)	0.001

### (2) Financial Highlights:

The Company registered a fall in the total revenue. The Total Revenue stood at Rs. 89.93 Crores as compared to Rs. 101.75 Crores. The Company registered Net Profit of Rs. 21.21 lacs as compared to a loss of Rs. 109.68 lacs in the previous year. The Earnings per share for the Financial Year 2016-17 stood at Rs. 0.001 per share.

There was no change in the nature of business of the Company during the year under review.

### (3) Dividend:

Considering the overall business requirements, your directors have not recommended dividend for the Financial Year 2016-17. The management believes that conserving financial resources will enhance the ability to take advantage of lucrative business opportunities.

**(4) Capital:**

As on 31<sup>st</sup> March, 2017, the paid up capital of the Company stood at Rs. 198,19,17,430/- divided into 198,19,17,430 equity shares of Re. 1/- each. Thereafter, the Company consolidated its share capital from face value of Re. 1/- each to Rs. 10/- each.

**(5) Subsidiaries, Joint Ventures and Associate Companies:**

During the year under review, your company incorporated a wholly owned subsidiary in United Kingdom under the name "Avance Technologies Limited". Disclosure regarding the same forms the part of the Report as "**Annexure 1**".

**(6) Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

The disclosure under the provisions of section 134 (3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 is enclosed as "**Annexure 2**".

**(7) Transfer of Unclaimed Dividend to Investor Education and Protection Fund:**

The Company has not declared dividend in the past. Hence, there is no Unclaimed Dividend to be transferred to the Investor Education and Protection Fund.

**(8) Management Discussion and Analysis Report:**

Management's Discussion and Analysis Report for the year under review is presented in a separate section forming part of the Annual Report.

**(9) Corporate Governance Report:**

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), a separate section entitled '**Corporate Governance Report**' has been included in this Annual Report. The Report of Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

**(10) Directors Responsibility Statement:**

The Directors, based on the representations received from the operational management, confirm in pursuance of section 134 (5) of the Companies Act, 2013 that:

- i. Your Company has, in the preparation of the annual accounts for the year ended March 31, 2017, followed the applicable accounting standards along with proper explanations relating to material departures, if any;
- ii. They have 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 as at March 31, 2017 and of the profit of your company for the financial year ended March 31, 2017;

- iii. They have taken proper and sufficient care to the best of their knowledge and ability, for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts have been prepared on a going concern basis;
- v. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. They have devised systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**(11) Contract and Arrangements with Related Parties:**

All the Related Party Transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business.

Pursuant to Section 134(3)(h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no related party transactions to be reported under Section 188(1) of the Companies Act, 2013, in form AOC-2.

The Company's policy on dealing with Related Party Transactions is available on the Company's Website viz URL: <http://www.avance.in>

**(12) Corporate Social Responsibility:**

The conditions prescribed in the Section 135 of the Companies Act, 2013, which mandates the Company to constitute a Corporate Social Responsibility Committee are not applicable to our Company.

**(13) Directors and Key Managerial Personnel:**

**a. Directors retiring by rotation**

Mr. Vasant Bohir, retires by rotation as a Director at this Annual General Meeting and is eligible for re-appointment.

**b. Directors appointed:**

Mr. Sanjay Tak, who was appointed as an Additional Director in the Board Meeting held on September 06, 2017 is proposed to be appointed as a non-Executive Director.

Mr. Akshay Nawale, who was appointed as an Additional Director in the Board Meeting held on September 06, 2017 is proposed to be appointed as an independent Director for a period of five years.

**(14) Meetings of the Board:**

During the year under review, the Board of Directors met Six times on the following dates: Thursday, May 26, 2016, Friday, August 12, 2016, Thursday, September 01, 2016, Saturday, November 12, 2016, Saturday, February 11, 2017, and Friday, March 03, 2017.

**(15) Declaration by Independent Directors:**

The company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under section 149 of the Companies Act, 2013 and Regulation 16(1) 9b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(16) Nomination and Remuneration Policy:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and for other employees and their remuneration. The same has been disclosed as part of "**Annexure 3**". The Composition, criteria for selection of Directors and the Terms of Reference of the Nomination and Remuneration Committee is stated in the Corporate Governance Report.

**(17) Statutory Auditor:**

In terms of section 139 of the Companies Act, 2013, the present statutory auditors M/s Tejas Nadkarni & Associates retire at the ensuing Annual General Meeting. Your Company has received consent from M/s D.P Agarwal & Co, for their appointment as the Statutory Auditors of the Company. Further, their appointment if made would be within the limits specified in the Companies Act, 2013.

**(18) Statutory Auditor's Report:**

The Auditors' Report does not contain any qualification , reservation or adverse remark and the Notes on financial statement referred to in the Auditors' Report are self –explanatory and do not call for any further comments.

**(19) Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed **M/s Nomita Verma**, Practicing Company Secretaries, as its Secretarial Auditors to undertake the Secretarial Audit of the Company for the year ended 31st March, 2017.

**(20) Secretarial Auditor Report:**

The Secretarial Audit Report is annexed as "**Annexure 4**" to this Annual Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

**(21) Internal Auditor:**

The Company has an Internal Control System, which commensurate with the size, scale and complexity of its operations. M/s. Verma Mehta & Associates, Chartered Accountants (FRN: 112118W), are the internal auditors of the Company and their internal audit plan and remuneration are approved by the Audit Committee. The reports and findings of the internal auditor and the internal control system are periodically reviewed by the Audit Committee. To maintain its objectivity and independence, the Internal Auditors of the Company reports to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiary. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. An independent internal auditor conducts an audit to ensure adequacy of the internal control system and validates adherence to management instructions and compliance. The internal auditor also conducts review to ensure implementation of recommendations and suggestions of the Audit Committee. The Audit Committee of the Board of Directors takes note of the same.

**(22) Deposits:**

The Company has neither accepted nor renewed any deposits during the year under review.

**(23) Particulars of Employees and related Disclosures:**

In terms of the provisions of Section 197(2) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there were no employees drawing remuneration in excess of the limits set out in the said rules.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to the report as "**Annexure 5**".

**(24) Extract of Annual Return:**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in "**Annexure 6**" and is attached to this Report.

**(25) Internal Financial Control:**

The Board of Directors confirms that your company has laid down set of standards; processes and structure which enables to implement internal financial controls across the organisation with reference to Financial Statements and that such control are adequate and are operating effectively. During the year under review, no material or serious observation has been observed for inefficiently or inadequacy of such controls.

**(26) Whistle Blower Policy/Vigil Mechanism:**

As per the provisions of Section 177 of the Companies Act, 2013 read with regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a vigil mechanism has been implemented through the adoption of Whistleblower Policy with an objective to enable any employees or director, raise genuine concern or report that may constitute: Instances of corporate fraud; unethical conduct; a violation of Central or State laws, rules, regulations and/or any other regulatory or judicial directives. It also provides safeguards against victimization of employees who avail the mechanism and allows direct access to the chairman of the Audit Committee.

**(27) Acknowledgements:**

Your Directors Acknowledge the support received from members, Bankers, Regulatory Authorities and also wishes to place of record their appreciation of employees for their commendable efforts, teamwork and professionalism.

**For and on Behalf of the Board of Directors  
Avance Technologies Limited**

**Sd/-**

**Srikrishna Bhamidipati**

**Chairman & MD**

**DIN: 02083384**

**Date: September 06, 2017**

**Place: Mumbai**

## FORM AOC- 1

[Pursuant to first proviso to subsection (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

**Part A: Subsidiaries**

Sr. No.	1
Name of the subsidiary	Avance Technologies Limited
Financial year ending on	31 <sup>st</sup> March
Reporting Currency	Great Britain Pound
Exchange rate on the last day of the financial year	81.3651
Share capital	GBP 25,00,000
Reserves and Surplus	Nil
Total Assets	GBP 25,00,000
Total Liabilities	Nil
Investment (excluding investments made in subsidiaries)	Nil
Turnover	Nil
Profit/(Loss) before tax	Nil
Provision for tax	Nil
Profit/(Loss) after tax	Nil
Proposed Dividend	Nil
% of shareholding	100%

**PART-B: Associates/Joint Ventures**

[Statement pursuant to section 129 (3) of the Companies Act, 2013 related to Associate Companies & Joint Ventures]

The company does not have any Associate/Joint Ventures. Therefore Part B of the form is not applicable to the Company.

- Names of Associates/Joint Ventures which are yet to commence operations: N.A
- Names of Associates/Joint ventures which have been liquidated or sold during the year: N.A

**For and on Behalf of the Board of Directors  
Avance Technologies Limited**

Sd/-

**Srikrishna Bhamidipati  
Chairman & MD**

DIN: 02083384

**Date: September 06, 2017.**

**Place: Mumbai.**



**ANNEXURE 2****Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

[Pursuant to provision of section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014]

**1. Conservation of Energy:**

the steps taken or impact on conservation of energy	N.A
the steps taken by the company for utilizing alternate sources of energy	N.A
the capital investment on energy conservation equipments	N.A

**2. Technology Absorption:**

the efforts made towards technology absorption	N/A
the benefits derived like product improvement, cost reduction, product development or import substitution	
in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- the details of technology imported the year of import; whether the technology been fully absorbed if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
the expenditure incurred on Research and Development	

**3. Foreign Exchange Earnings and Outgo:**

Particulars	2016-17	2015-16
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Outgo	NIL	NIL

For and on Behalf of the Board of Directors  
Avance Technologies Limited

Sd/-

Srikrishna Bhamidipati  
Chairman & MD

DIN: 02083384

Date: September 06, 2017.

Place: Mumbai .

## NOMINATION AND REMUNERATION POLICY

### Preamble

The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board") and for Key Managerial Personnel ("KMP") and the Management Personnel ("MP") of the Company (collectively referred to as "Executives"). The expression KMP shall have the same meaning as defined under the Companies Act, 2013; "management personnel" means personnel of the company excluding Board of Directors comprising such levels of managerial personnel as may be decided from time to time. This Policy also provides a framework for identification of persons who are qualified to become directors and who may be appointed as senior management for recommendation of their appointment to the board. 'Senior management' means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads. This Policy has been framed by the Nomination and Remuneration Committee of the Board of Directors and based on its recommendation, approved by the board of directors of the Company. The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

### Introduction

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMP) has been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonise the aspirations of human resources consistent with the goals of the Company.

Definitions:-

- ✓ **"Board"**:- Board means Board of Directors of the Company as constituted from time to time.
- ✓ **"Director"**:- Director means Directors of the Company.
- ✓ **"Committee"**:- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- ✓ **"Company"**:- Company means Avance Technologies Limited.
- ✓ **"Independent Director"**:- As provided under Clause 49 of the Listing Agreement and/or under the Companies Act, 2013, 'Independent Director' shall mean a Non Executive Director, other than a Nominee Director of the Company:
  - a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
  - b) who is or was not a promoter of the Company or its holding, subsidiary or associate Company;

- c) who is not related to promoters or Directors in the Company, its holding, subsidiary or associate company;
  - d) apart from receiving Director's remuneration, has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
  - e) none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or Directors, amounting to two percent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
  - f) who, neither himself nor any of his relatives —
    - i. holds or has held the position of a Key Managerial Personnel or is or has been employee of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
    - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
      - a firm of Auditors or Company Secretaries in practice or Cost Auditors of the Company or its holding, subsidiary or associate Company; or
      - any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
    - iii. holds together with his relatives two per cent or more of the total voting power of the Company; or
    - iv. is a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, Directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company;
    - v. is a material supplier, service provider or customer or a lesser or lessee of the Company;
  - g) who is not less than 21 years of age.
- ✓ **“Key Managerial Personnel”**:- Key Managerial Personnel (KMP) means-
- i. the Chief Executive Officer or the Managing Director or the Manager and their absence the Whole Time Director;
  - ii. the Company Secretary;
  - iii. the Chief Financial Officer; and
  - iv. such other officer as may be prescribed under the applicable statutory provisions/ regulations.
- ✓ **“Senior Management Personnel”**:- The expression “Senior Management Personnel” (SMP) means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.
- Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

**Applicability:-**

The Policy is applicable to:

- Directors (Executive and Non Executive)
- Key Managerial Personnel (KMP)
- Senior Management Personnel (SMP)

**Purpose:-**

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, KMP and officials comprising the SMP. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMP and SMP.

**Accountabilities:-**

- i. The Board is ultimately responsible for the appointment of Directors and KMP.
- ii. The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, KMP and the SMP of the Company to the Nomination and Remuneration Committee which makes recommendations and nominations to the Board.

**Nomination and Remuneration Committee:-****a) Objectives of the Committee**

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, KMP and other employees.
- ii. Formulation of criteria for evaluation of Independent Director and the Board
- iii. Devising a policy on Board diversity.
- iv. Identify persons who are qualified to become Director and persons who may be appointed in KMP and SMP positions in accordance with the criteria laid down in this policy.
- v. Recommend to the Board, appointment and removal of Director, KMP and SMP.

**b) Constitution of the Committee**

- i. The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement.
- ii. The Nomination and Remuneration Committee comprises of the following:
  - a. The Committee shall consist of a minimum three (3) non-executive directors, majority of them being independent.
  - b. Minimum two (2) members shall constitute a quorum for the Committee meeting.
  - c. Membership of the Committee shall be disclosed in the Annual Report.
  - d. Term of the Committee shall be continued unless terminated by the Board of Directors.

**CHAIRMAN:**

- i. Chairman of the Committee shall be an Independent Director.

- ii. Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- iii. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- iv. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**COMMITTEE MEMBERS' INTERESTS:**

- i. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- ii. The committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**VOTING:**

- i. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- ii. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

**Appointment of Directors/ KMP's/ SMP:-**

**a) General Appointment Criteria:**

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his/ her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ SMP shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force. iii. The Director/ Independent Director/ KMP/ SMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

**b) Additional Criteria for Appointment of Independent Directors:**

The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of Clause 49 of the Listing Agreement (as amended from time to time) and Companies Act, 2013.

**c) Term/ Tenure :**

The Term/ Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

**d) Removal :**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

**e) Letters of Appointment :**

Each Director/ KMP/ SMP is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

**Criteria for Evaluation/ Assessment of Directors/ KMP's/ SMP of the Company:-**

The evaluation/ assessment of the Directors, KMPs and the SMP of the Company is to be conducted on an annual basis and to satisfy the requirements of the Listing Agreement.

**a) Executive Directors :**

The following criteria may assist in determining how effective the performances of the Directors/ KMPs/ SMP have been:

- Leadership and stewardship abilities
- Contributing to clearly define corporate objectives and plans
- Communication of expectations and concerns clearly with subordinates
- Obtain adequate, relevant and timely information from external sources
- Review and approval achievement of strategic and operational plans, objectives, budgets
- Regular monitoring of corporate results against projections
- Identify, monitor and mitigate significant corporate risks
- Assess policies, structures and procedures
- Direct, monitor and evaluate KMPs, Senior Officials
- Review management's succession plan
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles and monitoring activities of committees
- Review of corporation's ethical conduct

Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/ Non-Independent Directors in a separate meeting of the Independent Directors.

**b) Non-Executive Directors :**

The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- a. Act objectively and constructively while exercising their duties;
- b. Exercise their responsibilities in a bona fide manner in the interest of the Company; devote sufficient time and attention to their professional obligations for informed and balanced decision making;

- c. Do not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- d. Refrain from any action that would lead to loss of his independence;
- e. Inform the Board immediately when they lose their independence;
- f. Assist the Company in implementing the best Corporate Governance practices.
- g. Strive to attend all meetings of the Board of Directors and the Committees;
- h. Participate constructively and actively in the Committees of the Board in which they are Chairpersons or members;
- i. Strive to attend the general meetings of the Company;
- j. Keep themselves well informed about the Company and the external environment in which it operates;
- k. Do not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- l. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
- m. Abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.

The Executive Director/ Non-Independent Directors along with the Independent Directors will evaluate/ assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

#### **Remuneration of Directors, KMP's and SMP:-**

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP and other SMP. The Directors, KMP and other SMP's salary shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nomination and Remuneration Committee determines individual remuneration packages for Directors, KMP and SMP of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable Companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/ other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the workings of the Company and its goods:

#### **A. Director/ Managing Director:**

##### **a. Base Compensation (fixed salaries) :**

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/ non-statutory benefits which are normal part of remuneration package in line with market practices).

b. **Variable salary:**

The Nomination and Remuneration Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and nonfinancial metrics.

**B. Non Executive Independent Directors :**

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the Members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other Directors provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

**C. KMPs/ SMP etc :**

The remuneration payable to the KMP and the SMP shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

**Policy on Board diversity:-**

The Board of Directors shall have the optimum combination of Directors from the different areas/ fields like Production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development , Human Resources, etc. or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.



**FORM NO. MR-3**  
**Secretarial Audit Report**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

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

To,

**The Members,**

**Avance Technologies Limited**

C-307, 3<sup>rd</sup> Floor Crystal Plaza Premises Co-op Soc Ltd,

Opp Infinity Mall, New Link Road,

Andheri (West),

Mumbai- 400 053.

I, Nomita Verma, Practicing Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **AVANCE TECHNOLOGIES LIMITED** (CIN: L51900MH1985PLC03 5210) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute Books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31<sup>st</sup> March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017, according to the provisions of:

- i. The Companies Act, 2013 (as amended) ('the Act') and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **-Not applicable to the Company during the period of audit.**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not applicable to the Company during the period of audit;**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable to the Company during the period of audit;**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities;**
  - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client ; **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 -**Not applicable as the Company has not delisted /propose to delist its equity shares from stock exchange during the financial year under review and**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company during period of audit.**
- vi. We further report that after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, it has complied with the following laws that are applicable specifically to the Company.
- 1) The Information Technology Act, 2000
  - 2) The Indian Copyright Act, 1957
  - 3) The Trade Marks Act, 1999
- I have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards issued by the Council of The Institute of Company Secretaries of India.
  - ii. The Listing Agreements entered into by the Company with **Bombay Stock Exchange Limited (BSE) .:(Listing Obligations and Disclosures Requirements)Regulations,2015)**
  - iii. The Securities and Exchange Board of India **(Prohibition of Insider Trading) Regulations, 2015.**

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

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

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

Majority decisions were carried through while the dissenting members' views, if any, were captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws,

rules, regulations and guidelines. The Company is in the process of appointing Whole Time Company Secretary and filing of Annual Returns with MCA as on date of signing this report.

I further report that during the audit period, there were no instances of:

- i. Public / Rights / debentures / sweat equity.
- ii. Buy-Back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this Report.

Sd/-

For **Nomita Verma**

Practicing Company Secretary

ACS No.:38222

CP No.:14563

Place: Kolkata

Date: 19<sup>th</sup> June, 2017.

To,  
**The Members,**  
**Avance Technologies Limited**  
C-307, 3<sup>rd</sup> Floor Crystal Plaza Premises Co-op Soc Ltd,  
Opp Infinity Mall, New Link Road,  
Andheri (West),  
Mumbai- 400 053.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the further viability of the Company nor of the efficiency or effectiveness with which which the management has conducted the affairs of the Company.

Sd/-

**For Nomita Verma**

Practicing Company Secretary

ACS No.:38222

CP No.:14563

Place: Kolkata

Date : 19th June, 2017

## PARTICULARS OF EMPLOYEES

**a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- During the year under review, no remuneration was paid to any Director or Key Managerial Personnel. Therefore, no ratio was calculated with respect to ratio of remuneration of each director to ratio of remuneration of employees of the Company.
- Calculation of percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, for the Financial Year 2016-17 is not applicable as the company has not paid any remuneration during the year under review.
- The number of permanent employees on the rolls of the Company as of 31<sup>st</sup> March, 2017 is 16.
- The Median Remuneration of Employees (MRE) was Rs. 73416/- and Rs. 41793/- in FY 2015-16 and FY 2016-17 respectively. The decrease in MRE in FY 2016-17, as compared to FY 2015-16 is 56.93%.

**b) Information as per Rule 5(2) and 5(3) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

There was no Employees who;

- are in receipt of remuneration for the financial year 2016-17, in the aggregate, was not less than one crore and two lakh rupees;
- are in receipt of remuneration for any part of the financial year 2016-17, at a rate which, in the aggregate, was not less than eight lakh fifty thousand rupees per month;
- are in receipt of remuneration in the financial year 2016-17, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

**For and on Behalf of the Board of Directors  
Avance Technologies Limited**

**Sd/-**

**Srikrishna Bhamidipati**

**Chairman & MD**

**DIN: 02083384**

**Date: September 06, 2017**

**Place: Mumbai**

## Form MGT- 9

## EXTRACT OF ANNUAL RETURN

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company  
(Management & Administration Rules, 2014)]

## I. Registration and Other Details

i	CIN	L51900MH1985PLC035210
ii	Registration Date	30 <sup>th</sup> January, 1985
iii	Name of the Company	Avance Technologies Limited
iv	Category/Sub-category of the Company	Company limited by shares / Indian Non-Government Company
v	Address of the Registered office & contact details	Unit No. 7 Aidvn Building, 5 <sup>th</sup> floor, Near Metro, New Marine Lines, Mumbai- 400002. Tel: 022-65652123/ 8108700121
vi	Whether listed company	Listed on BSE Limited
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt Ltd Add: Unit No. 9, Shiv Shakti Ind. Est., J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400 011. Tel.: 022-23016761, Fax: 022-23012517 Email: busicomp@vsnl.com

## II. Principal Business activities of the Company:

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

Sr. No.	Name & Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
1	Software and Hardware Resale	51510	100

## III. Particulars of Holding, Subsidiary &amp; Associate Companies:

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1.	Avance Technologies Limited  B1 Business Centre, Suite 206, Davyfield Road, Blackburn, Lancashire, England- BB12QY	NA	Wholly Owned Subsidiary	100	2(87)

IV. Shareholding Pattern (Equity Share Capital Breakup as % to Total Equity)

i. Category wise Shareholding

Category of Shareholders	No. of Shares held at the end of the year 31st March, 2017				No. of Shares held at the beginning of the year 1st April, 2016				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	17440266	-	17440266	0.88	17440266	-	17440266	0.88	-
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Body Corporate	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other (Directors)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL: (A) (1)</b>	<b>17440266</b>	<b>-</b>	<b>17440266</b>	<b>0.88</b>	<b>17440266</b>	<b>-</b>	<b>17440266</b>	<b>0.88</b>	<b>-</b>
<b>(2) Foreign</b>									
a)NRI- Individuals	-	-	-	-	-	-	-	-	-
b)Bodies Corporate	-	-	-	-	-	-	-	-	-
c)Institutions	-	-	-	-	-	-	-	-	-
d)Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
e)Any Other (Specify)	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
<b>SUBTOTAL: (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and promoter group (A) = (A)(1) + (A)(2)</b>	<b>17440266</b>	<b>-</b>	<b>17440266</b>	<b>0.88</b>	<b>17440266</b>	<b>-</b>	<b>17440266</b>	<b>0.88</b>	<b>-</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	45000	-	45000	-	45000	-	45000	-	-
C) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-

f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (A body incorporated under the state govt)	-	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	<b>45000</b>	<b>-</b>	<b>45000</b>	<b>-</b>	<b>45000</b>	<b>-</b>	<b>45000</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(2) Non Institutions</b>										
a) Bodies corporate	1345571486	77500	1345648986	67.90	1368106255	77500	1368183755	69.03	-1.14	
<b>b) Individuals</b>										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	215475279	2812380	218287659	11.01	211193701	2792880	213986581	10.08	0.22	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	357422425	-	357422425	18.03	346361872	-	346361872	17.48	0.56	
<b>c) Others (specify)</b>										
i) N.R.I. (Repat & Non-Repat)	5995402	-	5995402	0.31	5356016	-	5356016	0.27	0.03	
ii) Trust	5000	-	5000	-	5000	-	5000	-	-	
iii) Hindu Undivided Family	24742692	-	24742692	1.25	24928161	-	24928161	1.26	-0.01	
iv) Clearing Member	12330000	-	12330000	0.62	5610779	-	5610779	0.28	0.34	
<b>SUB TOTAL (B)(2):</b>	<b>1961542284</b>	<b>2889880</b>	<b>1964432164</b>	<b>99.12</b>	<b>1961561784</b>	<b>2870380</b>	<b>1964432164</b>	<b>99.12</b>	<b>-</b>	<b>-</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1961587284</b>	<b>2889880</b>	<b>1964477164</b>	<b>99.12</b>	<b>1961606784</b>	<b>2870380</b>	<b>1964477164</b>	<b>99.12</b>	<b>-</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>1979027550</b>	<b>2889880</b>	<b>1981917430</b>	<b>100</b>	<b>1979047050</b>	<b>2870380</b>	<b>1981917430</b>	<b>100</b>	<b>-</b>	<b>-</b>



ii. Shareholding of Promoters

SR. No	Shareholders Name	Shareholding at the end of the year			Shareholding at the beginning of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Deepak Satyaprakash Goyal	3940266	0.2	-	3940266	0.2	-	-
2	Srikrishna Bhamidipati	13500000	0.68	-	13500000	0.68	-	-
	<b>Total</b>	<b>17440266</b>	<b>0.88</b>		<b>17440266</b>	<b>0.88</b>	-	-

iii. Change in Promoters Shareholding:

Sl. No.	Particulars	Shareholding during the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	Increase/decrease in promoters shareholding during the year specifying reasons for increase /decrease	There is no change in the promoter's shareholding for the financial year 2016 - 2017.			

iv. Shareholding Pattern of Top 10 shareholders (Other than Directors, Promoters and Holders of GDR & ADR's):

Sr. No.	Particulars	Shareholding at the beginning of the year		Increase/Decrease in shareholding during the year				Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares- Decrease	No. of shares- Increase	Reason	Date of change	No. of shares	% of total shares of the company
1	Golding Mercantile Pvt Ltd	147900000	7.46	-	-	-	-	147900000	7.46
2	Roho Real Estate Pvt Ltd	122586660	6.19	-	-	-	-	122586660	6.19
3	Aalyya Traders Pvt Ltd	120766660	6.09	5000000	-	Sale	22/07/2016		

				5000000	-	Sale	05/08/2016	110766660	5.59
4	Indivar Traders Pvt Ltd	101466660	5.12	-	-	-	-	101466660	5.12
5	Dizzystone Trading Pvt Ltd	101120000	5.10	-	-	-	-	101120000	5.10
6	Wellman Tradelinks Pvt Ltd	96706660	4.88	-	-	-	-	96706660	4.88
7	Kinita Real Estate Pvt Ltd	95366660	4.81	-	-	-	-	95366660	4.81
8	Roll-On Advertisement & Marketing Services Pvt Ltd	81466660	4.11	-	-	-	-	81466660	4.11
9	Intertick Developers Pvt Ltd	59866660	3.02	-	-	-	-	59866660	3.02
10	Marisha Real Estate Pvt Ltd	54133330	2.73	-	-	-	-	54133330	2.73

#### v. Shareholding of Directors & KMP

Sl. No		Shareholding during the year	
		No. of shares	% of total shares of the company
	<b>For Each of the Directors &amp; KMP</b>		
1	<b>Srikrishna Bhamidipati</b>		
	At the beginning of the year	13500000	0.68
	Increase/Decrease during the year	0.00	0.00
	<b>At the end of the year</b>	<b>13500000</b>	<b>0.68</b>

#### V. Indebtedness

The Company has not availed any secured loan/unsecured loan/ Deposit during the year.

#### VI. Remuneration of Directors and Key Managerial Personnel:

Although the members have approved payment of remuneration to Mr. Srikrishna Bhamidipati, Managing Director of the Company, he has forgone the remuneration for the year in the interest of the Company.

#### VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					

Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on Behalf of the Board of Directors  
Avance Technologies Limited

Sd/-

Srikrishna Bhamidipati

Chairman & MD

DIN: 02083384

Date: September 06, 2017

Place: Mumbai

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **World Economy:**

The Global Economic growth for Current Year is estimated at 3.1%. The primary reasons are largely due to the turbulence in the world financial market in the first half of 2016 due to major setbacks such as Brexit, China's slowdown, low oil prices and overall weakness in the economies of Japan, US and Europe. Meanwhile, these setbacks were offset by stronger than expected economic activity during the second half of 2016 in advanced economies like US and UK. With this trend, the world economy is expected to pick up steam in 2017.

### **Indian Economy:**

India continues to remain one of the fastest growing major economies of the world with a GDP growth of 7.1% in 2016. The improvement in India's economic fundamentals has accelerated in 2016 with the combined impact of strong government reforms and RBI's inflation focus supported by moderating global commodity prices.

The Indian economy has strongly weathered the adverse impact of demonetisation of High Denomination Notes. The economy swiftly recovered from the setback and the strong performance of the ruling party in the various state elections following demonetization set the tone for further reforms.

The Goods and Services Tax has now replaced the erstwhile complex indirect tax laws and it is likely to lead to spurring growth, competitiveness, indirect tax simplification and greater transparency. Apart from widening the tax net, GST will also contribute significantly to the GDP.

Overall, India is poised for a long term growth trajectory, powered by greater access to banking and financial services, GST roll out, digital drives and other structural reforms.

### **Industry Structure and Developments:**

Information Technology is transforming businesses in every industry around the world in a very profound and fundamental way. The continued reduction in unit cost of hardware, the explosion of network bandwidth, advanced software technologies and technology-enabled services are fueling the rapid the rapid digitization of business processes and information.

### **Financial Performance:**

Your company recorded lower top line as compared to the previous year. However, the company's bottom line soared to Rs. 21.29 lakhs as compared to Rs. 10.41 lakhs. This is a two hundred percent increase and is the result of persistent efforts of the management to rationalize costs and boost the margins. The management is hopeful of continuing the momentum and improve the operational performance in future.

**Opportunities:**

Your Company has predominantly been engaged in the Technology sector. Mobile Value Added services, Information Technology and automation appear to be very high growth sectors in the future. With widespread use of smart phones and major push by the Government towards digital India, the mobile value added services sector shall become a very important business segment and may replace many traditional methods of advertising, communication, education and even healthcare services.

Your Company has incorporated a wholly owned Subsidiary in United Kingdom in order to explore opportunities in UK and Europe. We shall consider various options for organic/ inorganic growth to power the next leg of business expansion and diversification.

**Risks and Concerns:****1. Regulatory Risks:**

This kind of risk is mainly due to inadequate compliance to regulations, contractual obligations or any other statutory violations leading to litigations and loss of reputation. Non-compliance with legal/regulatory/tax, change in government policies, etc. which might disrupt the company's operations.

**2. Financial Risk:**

Company pays to suppliers in advance before receiving payments from the customers, provide financial assistance to partners in the form of inter corporate loans, making strategic investments in business entities. Delay/non-receipt of payment/repayment or failure of Investee Company is a financial risk.

**3. Technology Risk:**

Technology obsolescence and changing consumer preference coupled with Cyber Crimes, viruses, etc. can lead to disruption in smooth functioning of the company.

**4. Competition:**

Cut-throat competition and falling margins can affect profitability of the Company. The Company is expanding its product offerings and working on operational efficiency to stay competitive.

**Outlook:**

Customer centricity is at the core of Avance's strategy and drives all investment decisions. The philosophy is to keep investing in building capabilities in newer areas that the customers are looking at, so we can continually expand our product offerings and adapt to the changing environment. The overall economic environment looks positive and

**Internal Control Systems and their Adequacy:**

The Company strictly adheres to the internal control systems as laid down and updated from time to time. The internal audit team carries out extensive audit of all operations at regular intervals. The company implements the policies and procedures so as to safeguard the assets and interests of the company. The internal control systems are implemented with a view to achieve good ethical culture within the organisation. The internal control systems would ensure that all the vulnerabilities are detected in a timely manner and corrective actions are taken promptly.

Based on its evaluation (as defined in section 177 of the Companies Act, 2013 and clause 18 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, our audit committee has concluded that as of March 31, 2017, our internal financial controls were adequate and operating effectively.

**Developments in Human Resources:**

People are the biggest strength of any Company and Avance is committed to providing its people with an enriching career path to help them grow. The Company has 16 permanent employees. The Company has a timely and cost effective recruitment system, clear compensation and benefits policy in tune with the latest industry trends.

**Cautionary Statements:**

Statements made in this Management Discussion and Analysis Report may contain certain forward-looking statements based on various assumptions on its Company's present and future business strategies and the environment in which it operates. Actual results may differ substantially or materially from those expressed or implied due to risk and uncertainties include the effect of economic and political conditions in India and abroad; Volatility in interest rates and in the securities market, new regulations and Government's policies that may impact the Company's businesses as well as the ability to implement its strategies. The information contained herein is as of the date referenced and the Company does not undertake any obligation to update these statements.

## REPORT OF CORPORATE GOVERNANCE

*"The quality of the company's board has now become an important evaluation factor for institutional investors."* - Russel Reynolds Association Survey (1997)

### Our Philosophy for Corporate Governance:

Corporate Governance is a cornerstone for a sustainable business. Our goal of corporate governance is to ensure fairness for every stakeholder. Your company upholds the standards of governance and is compliant with the Corporate Governance provisions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in both letter and spirit. Our disclosures seek to attain the best practices in corporate governance and we also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

### Board of Directors:

#### a) **Composition & Category of Directors:**

The Board of directors has an optimum combination of executive and non-Executive Directors with one woman director and more than 50% of the Board of Directors comprised of Non-Executive Directors. The Chairperson of the Board is an Executive Director and half of the board of Directors is comprised of Independent Directors.

**Composition of the Board of Directors as on 31<sup>st</sup> March, 2017 is as under:**

Name of the Director	Category	Designation
Srikrishna Bhamidipati	Promoter	Chairman & Managing Director
Srinivas Rachakonda*	Non-Promoter	Executive Director & Chief Financial Officer
Vasant Bhoir	Non-Promoter	Non-Executive Director
Bimal Kamdar	Non-Promoter	Independent Director
Anand Choudhary*	Non-Promoter	Independent Director
Pooja Srivastava	Non-Promoter	Independent Director
Deepak Manki#	Non-Promoter	Executive Director
Sanjay Tak@	Non-Promoter	Non-Executive Director
Akshay Nawale@	Non-Promoter	Independent Director

# Deepak Manki ceased to be director due to death w.e.f 1<sup>st</sup> September, 2016.

\* Mr. Srinivas Rachakonda resigned from the post of Director and CFO and Mr. Anand Choudhary resigned from the post of Independent Director on September 06, 2017.

@ Mr. Sanjay Tak was appointed as a Non-Executive Director and Mr. Akshay nawale was appointed as an Independent Director on September 06, 2017.

#### b) **Number of Board Meetings & Attendance of each Director at the Meetings of the Board of Directors and the last AGM:**

During the Financial year 2016-17, six Meetings were held. Particulars of attendance at meetings are given below:

Name of Director	Attendance in Board Meetings						AGM 30/09/ 2016
	26.05.2016	12.08.2016	01.08.2016	12.11.2016	11.02.2017	03.032017	
Srikrishna Bhamidipati	✓	✓	✓	✓	✓	✓	✓
Srinivas Rachakonda	✓	✓	✓	✓	✓	✓	✓
Vasant Bhoir	✓	✓	✓	✓	✓	✓	✓
Bimal Kamdar	✓	✓	✓	✓	✓	✓	✓
Anand Choudhary	✓	✓	✓	✓	✓	✓	✓
Pooja Srivastava	✓	✓	✓	✓	✓	✓	✓
Deepak Manki#	✓	✓	✓	N.A	N.A	N.A	N.A

# Deepak Manki ceased to be director due to death w.e.f 1<sup>st</sup> September, 2016.

**c) Number of other Board of Directors or Committees in which a Directors is a Members or Chairperson :**

The numbers of Directorships and Committee Chairmanship / Membership held by the Directors/ KMP as on 31<sup>st</sup> March, 2017, in other Companies is appended below:

Name of Director	Directorships in Other Board of Directors*	Membership of Committees of other Boards**	Chairmanships of Committees of Other Boards**
Srikrishna Bhamidipati	2	NIL	1
Srinivas Rachakonda	1	NIL	NIL
Vasant Bhoir	2	NIL	NIL
Bimal Kamdar	1	NIL	NIL
Anand Choudhary	1	NIL	NIL
Pooja Srivastava	1	NIL	NIL
Deepak Manki @	Nil	NIL	NIL
Sanjay Tak	2	NIL	NIL
Akshay Nawale	3	NIL	NIL

\*Directorships are reported for listed companies only including Avance Technologies Limited.

\*\*Committee Memberships/ Chairmanships are reported for listed and unlisted public companies put together including Avance Technologies Limited. Committee Memberships include Chairmanship, if any. Committees considered for the purpose are those prescribed under SEBI



(Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit Committee and Stakeholders' Relationship Committee.

# Deepak Manki ceased to be director due to death w.e.f 1<sup>st</sup> September, 2016.

**d) Reappointment of Directors liable to retire by rotation:**

Details of director seeking appointment/reappointment at the forthcoming Annual General Meeting as required under Regulation 36 of the Listing Regulations is annexed to the Notice conveying the Annual General Meeting and forms the part of this Annual Report.

**e) Details of Equity Shares held by Non-Executive Directors as on March 31, 2017:**

There were no outstanding stock options held by Non- Executive Directors. As on March 31, 2017, none of the Non-Executive Directors held any shares in the Company.

**f) Inter-se Relationship with Directors:**

None of the Directors are related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

**COMMITTEES OF THE BOARD:**

**a) Audit Committee:**

The terms of reference of the Audit committee are as per the governing provisions of the Companies Act, 2013 (Section 177) and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Specified in Part C of Scheduled II).

The role of the audit committee includes the following:

- i. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to: matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- v. changes, if any, in accounting policies and practices and reasons for the same;
- vi. major accounting entries involving estimates based on the exercise of judgment by management;
- vii. significant adjustments made in the financial statements arising out of audit findings;
- viii. compliance with listing and other legal requirements relating to financial statements;
- ix. disclosure of any related party transactions;

- x. modified opinion(s) in the draft audit report;
- xi. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- xii. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- xiii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- xiv. approval or any subsequent modification of transactions of the listed entity with related parties;
- xv. scrutiny of inter-corporate loans and investments;
- xvi. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xvii. evaluation of internal financial controls and risk management systems;
- xviii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xix. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xx. discussion with internal auditors of any significant findings and follow up there on;
- xxi. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xxii. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xxiii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xxiv. to review the functioning of the whistle blower mechanism;
- xxv. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xxvi. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

- **Composition and category of Directors:** The Composition of Audit Committee of your Company is as follows:

Name of Director	Category	Designation
Mr. Anand Choudhary@	Independent Director	Chairman up to September 06, 2017
Mr. Bimal Kamdar@	Independent Director	Chairman w.e.f. September 06, 2017
Ms. Pooja Srivastava	Independent Director	Member
Mr. Deepak Manki #	Non-Executive Director	Member
Sanjay Tak	Non-Executive Director	Member w.e.f. September 06, 2017

# Deepak Manki ceased to be Director W.e.f 01/10/2016 due to death.

Two third of the members are Independent Directors and all the members are financially literate. All the members of the Audit Committee have vast experience and knowledge and possess financial/ accounting expertise /exposure. The composition of the audit committee meets with the requirements of Section 177 of the Act and Regulation 18(1) of SEBI (Listing Obligations Disclosure Requirement) Regulations 2016.

- **Meetings and Attendance:** Number of Meetings and particulars of attendance at committee meetings are given below:

Name of the Committee Members	Attendance at the Meetings (2016-2017)					
	26.05.2016	12.08.2016	01.08.2016	12.11.2016	11.02.2017	26.05.2016
Mr. Anand Choudhary	✓	✓	✓	✓	✓	✓
Mr. Bimal Kamdar	✓	✓	✓	✓	✓	✓
Mr. Deepak Manki#	✓	✓	✓	N.A	N.A	N.A
Ms. Pooja Srivastava	N.A	N.A	N.A	✓	✓	✓
Mr. Sanjay Tak	N.A	N.A	N.A	N.A	N.A	N.A

# Deepak Manki ceased to be director due to death w.e.f 1<sup>st</sup> September, 2016.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company to answer the queries of shareholders. The meetings of Audit Committee are also attended by the Chief Financial Officer and Internal Auditor as special invitees.

The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives. The minutes of each Audit Committee meeting are placed in the next meeting of the Board.

**b. Nomination and Remuneration Committee:**

Your Company's policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. Pursuant to section 178 of the Companies Act, 2013, the nomination and remuneration committee is constituted to ensure that:

- i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

- **Composition and category of Directors:** The Composition Nomination and Remuneration Committee of your Company is as follows:

Name of Director	Category	Designation
Mr. Anand Choudhary	Independent Director	Chairman up to September 06, 2017
Mr. Bimal Kamdar	Independent Director	Chairman w.e.f. September 06, 2017
Ms. Pooja Srivastava	Independent Director	Member
Mr. Sanjay Tak	Non Executive Director	Member w.e.f. September 06, 2017

- **Meetings and Attendance:** Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	Category	Attendance in Meetings
		26.05.2016
Mr. Anand Choudhary	Chairman	✓
Mr. Bimal Kamdar	Member	✓
Ms. Pooja Srivastava	Member	✓
Mr. Sanjay Tak	Member	N.A

iv. **Remuneration to Directors:** The Company has not paid any remuneration to its Directors and KMP during the year under review.

c. **Stake holders Relationship Committee:**

The Stakeholders relationship committee is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role, terms of reference of the Stakeholders Relationship Committee are in conformity with the requirements of the Companies Act, 2013 which are given below:

- i. Reviewing and redressing complaints from shareholders such as non-receipt of dividend, annual report, transfer of shares, issue of duplicate share certificates, etc.;
- ii. Overseeing and reviewing all matters connected with transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company;
- iii. Overseeing the performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services;

- **Composition and category of Directors:** The Composition Stakeholders Relationship Committee of your Company is as follows:

Name of Director	Category	Designation
Mr. Anand Choudhary	Independent Director	Chairman up to September 06, 2017
Mr. Bimal Kamdar	Independent Director	Chairman w.e.f. September 06, 2017
Mr. Deepak Manki#	Non Executive Director	Member
Ms. Pooja Srivastava	Independent Director	Member
Mr. Sanjay Tak	Non-Executive Director	Member w.e.f. September 06, 2017

# Deepak Manki ceased to be director due to death w.e.f 1<sup>st</sup> September, 2016.

- **Meetings and Attendance:** Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	Attendance in Meetings				
	26.05.2016	12.08.2016	12.11.2016	11.02.2017	26.05.2016
Mr. Anand Choudhary	✓	✓	✓	✓	✓
Mr. Bimal Kamdar	✓	✓	✓	✓	✓
Mr. Deepak Manki	✓	✓	NA	NA	N.A
Ms. Pooja Srivastava	NA	NA	✓	✓	✓
Mr. Sanjay Tak	NA	NA	NA	NA	NA

- d. **Risk Management Committee:** The Risk management Committee of the Board was constituted in compliance with the provisions of Regulation 21 of the SEBI Listing Regulations. This Committee is formed to create and protect shareholder value by minimizing threats or loses, and identifying and maximizing opportunities.

- **Composition and category of Directors:** The Composition Risk Management Committee of your Company is as follows:

Name of Director	Category
Mr. Anand Choudhary	Chairman up to September 06, 2017
Mr. Bimal Kamdar	Chairman w.e.f. September 06, 2017
Mr. Deepak Manki#	Member
Mr. Srikrishna Bhamidipati	Member
Mr. Sanjay Tak	Member w.e.f. September 06, 2017

# Deepak Manki ceased to be director due to death w.e.f 1<sup>st</sup> September, 2016.

➤ **Meetings and Attendance:**

Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	Attendance in Meetings
	26.05.2016
Mr. Anand Choudhary	✓
Mr. Bimal Kamdar	✓
Ms. Pooja Srivastava	✓
Mr. Sanjay Tak	NA

**Performance Evolution:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance and the Directors individually. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance etc., A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Corporate Secretarial Department.

**General body meeting:**

The details of Special Resolutions passed at the Annual General Meetings held in last 3 years are as under:

Financial Year	Venue	Date & Time	Special Resolution
2015-2016	D/603, 6th Floor, Crystal Plaza Premises, Co-operative Society Limited, Opp. Infinity Mall, New Link road, Andheri (W), Mumbai 400053.	30.09.2016 9.30 a.m.	1. Service of Documents through the mode as requested by Shareholders.  2. Appointment of Vasant Bhoir (DIN: 07596882), as a Non – Executive Director of the Company

<b>2014-2015</b>	D/603, 6th Floor, Crystal plaza Premises, Co-operative Society Limited, Opp. Infinity Mall, New Link road, Andheri (W), Mumbai 400053.	28.09.2015, 9.30.a.m.	1. Adoption of New Article of Association as per Companies Act, 2013.  2. Payment of Remuneration to Mr. Shrikrishana Bhamidipati
<b>2013-2014</b>	D/604, 6th Floor, Crystal plaza Premises, Co-operative Society Limited, Opp. Infinity Mall, New Link road, Andheri (W), Mumbai 400053.	27.09.2014, 11.00 a.m.	1. Appointment of Mr. Anand chaudhary, Bimal Kamdar & Pooja Srivastava as Independent Director,  2. Appointment of Deepak Manki as Executive Director liable to retire by rotation.  3. Appointment of Srikrishna Bhamidipati as Managing Director.

**Postal Ballot:**

During the year under review, no resolution has been passed through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

**General Shareholder Information:**

The following information would be useful to the Shareholders:

- **Annual General Meeting date:** 29<sup>th</sup> September ,2017;
- **Annual General Meeting Time:** 3.30 pm;
- **Venue of Annual General Meeting:** Kshatriya Dnyati Sabhagruh, raja ram Mohan Roy, Opp. Portuguese Church Girgaum, Mumbai- 400004;
- **Financial Year:** 1<sup>st</sup> April,2016 to 31<sup>st</sup> March,2017
- **Financial Calendar:**

<b>Adoption of Quarterly Results for the Quarter ending</b>	<b>Tentative date of the Meeting of the Board of Directors</b>
June 30, 2017	On or Before 14.08.2017
September 30, 2017	On or before 14.11.2017
December 31, 2017	On or before 14.02.2018
March 31, 2018	On or before 30.05.2018

- **Book Closure Dates :** 23<sup>rd</sup> September,2017 to 29<sup>th</sup> September, 2017(both days inclusive)
- **Listing on Stock Exchange :** BSE Limited

- **Scrip Code :** 512149
- **Scrip Id :** AVANCE
- **Depositories:** National Securities Depository Limited  
Central Depository Services (India) Limited
- The Listing Fees for the financial year 2017-18 has already being paid to the stock Exchanges.
- The Company's shares are admitted into both the depositories viz National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) and the ISIN allotted for the equity shares of the Company is INE 758A0109.

➤ **Share Transfer Agents:**

Particulars	Details
<b>Name</b>	Purva Shareregistry India Pvt. Ltd.
<b>Address</b>	Unit No. 9, Shiv Shalti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturbha Hospital Lower Parel, Mumbai-400011.
<b>Contact No.</b>	<b>Tel No.:</b> 022-23016761; <b>Fax No.:</b> 022-23012517.
<b>Email</b>	<a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a>
<b>Website:</b>	<a href="http://www.purvashare.com">www.purvashare.com</a>

- **Compliance Officer of the Company:** Mr. Srikrishna Bhamidipati
- **Correspondence Address :** Unit no. 7, Aidvn Building, 5<sup>th</sup> floor, Near Metro, New Marine Lines, Mumbai- 400002;  
**Telephone:** 022-65652123;  
**Email-** info@avance.in, avancetechnologiesltd@gmail.com  
**Website:** www.avance.in
- **Share Transfer System:** The Company's shares being in compulsory demat list, are transferable through the depository system. However, shares in physical form are processed by the registrar and Share Transfer Agent.

As required by Regulation 40(9) of SEBI LODR entered into by the Company with the Stock Exchanges, a certificate is obtained every six months from a Practicing Company Secretary with regard to, inter alia, effecting transfer, transmission, sub-division, consolidation, renewal and exchange of equity shares within fifteen days of their lodgment. The certificate is also filed with BSE where the equity shares of the Company are listed.



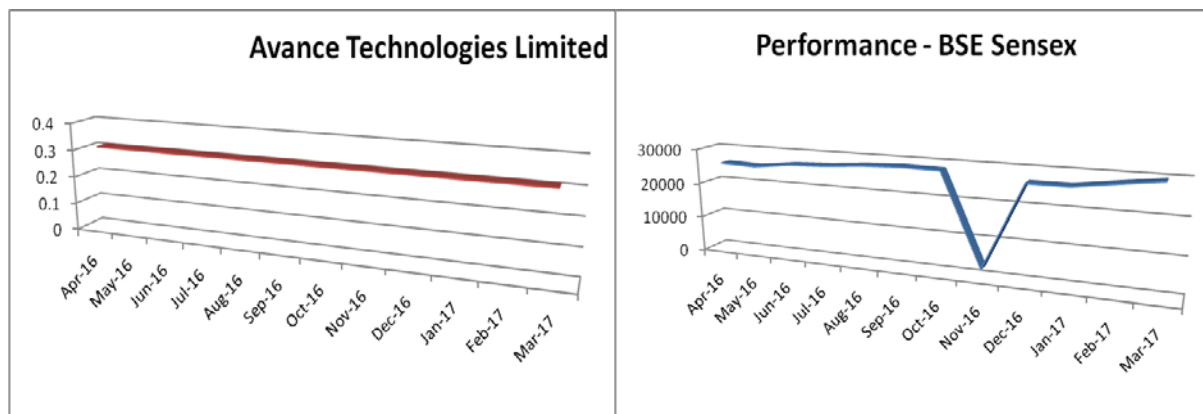
➤ **Table and Graph Showing details Dematerialization of shares and liquidity**

Description	Shares	% to Equity
Physical	2889880	0.15%
NSDL	626538388	31.61%
CDSL	1352489162	68.24%
<b>Total</b>	<b>1981917430</b>	<b>100</b>

➤ **Stock Market Data:** Monthly high and low of market prices of the Company's equity shares traded at the Bombay Stock Exchange Limited during the financial year 2016-17 along with the BSE Sensex:

Month	Avance Technologies Limited		
	High	Low	Close
April, 2016	0.32	0.31	0.31
May, 2016	0.31	0.31	0.31
June, 2016	0.31	0.31	0.31
July, 2016	0.32	0.31	0.31
August, 2016	0.32	0.31	0.31
September,2016	0.32	0.31	0.31
October,2016	0.31	0.31	0.31
November,2016	0.32	0.31	0.31
December,2016	0.32	0.31	0.31
January,2017	0.32	0.31	0.31
February,2017	0.32	0.31	0.31
March,2017	0.31	0.31	0.31

Performance Comparison between the Company and BSE Sensex:



➤ Distribution of Shareholding

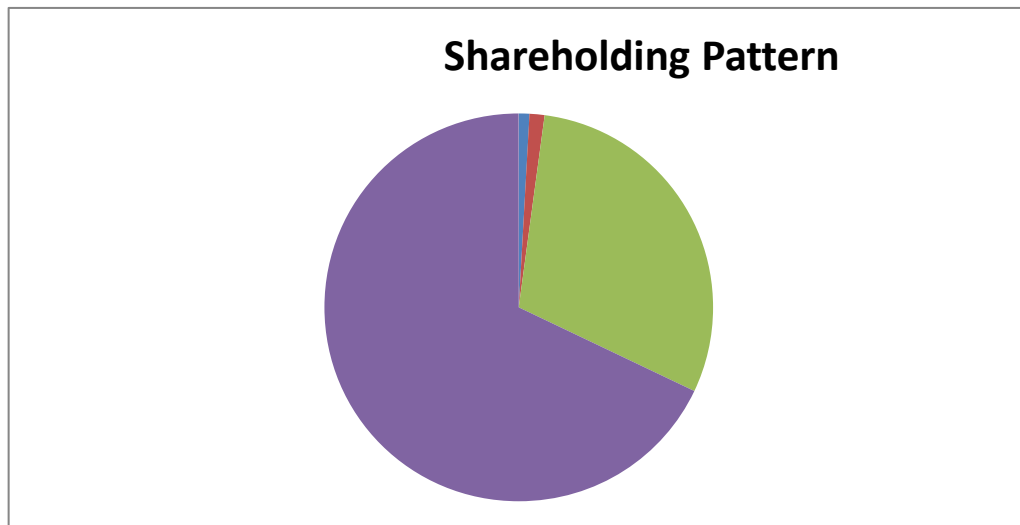
Class-wise distribution of Equity Shares as on 31<sup>st</sup> March, 2017.

No. of Shares	No. of Shareholders	Shareholding %	No of Shares Held	Shareholding %
Upto 5000	10005	54.14	20840574	1.05
5001 – 10000	2520	13.64	22301321	1.13
10001 – 20000	1657	8.97	26578776	1.34
20001 – 30000	1034	5.60	27115017	1.37
30001 – 40000	431	2.33	15749912	0.79
40001 – 50000	634	3.43	30957481	1.56
50001 - 100000	1133	6.13	92029278	4.64
100001 and above	1065	5.76	1746345071	88.11

➤ Shareholding Pattern as on 31<sup>st</sup> March, 2017:

Category of Shareholder	No. of Shareholders	No. of Shares	% of Shareholding
<b>(A) Shareholding of Promoter Group</b>			
<b>(1) Indian</b>			
Individual/Hindu Family	2	17440266	0.88
Directors	-	-	-
<b>(2) Foreign</b>			
<b>Sub Total (A)</b>			
	<b>2</b>	<b>17440266</b>	<b>0.88</b>
<b>(B) Public Shareholding</b>			
<b>(1) Institutions</b>			
Financial Institution/ Banks	1	45000	0.00
<b>(2) Non-Institutions</b>			
Bodies Corporate	223	2663678916	67.9

<b><u>Individuals:</u></b>			
Individual shareholders holding nominal share capital up to Rs.200,000/-	17059	290448833	14.65
Individual shareholders holding nominal share capital in excess of Rs.200,000/-	440	285261251	14.39
Non Resident Indians	82	5995402	0.31
Trust	1	5000	0.00
Hindu Undivided Family	609	24742692	1.25
Clearing Members	80	12330000	0.62
<b><u>Sub Total (B)</u></b>	<b>18476</b>	<b>1964432164</b>	<b>99.12</b>
<b><u>Total (A)+(B)</u></b>	<b>18279</b>	<b>1981917430</b>	<b>100</b>
(C) Shares held by Custodians and against which DRs have been issued			
(1) Promoter and Promoter Group	-	-	-
(2) Public	-	-	-
<b><u>Sub Total(C)</u></b>	<b>-</b>	<b>-</b>	<b>-</b>
<b><u>Total (A)+(B)+(C)</u></b>	<b>18279</b>	<b>1981917430</b>	<b>100</b>



#### Means of Communication

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual results and announces forthwith results to the Stock Exchange, where the shares are listed. The results are published normally in Financial Express (English) and Apla mahanagar (Marathi)-Mumbai edition. The results are also displayed on the Company's website at "[www.avance.in](http://www.avance.in)."

## Declaration of Code of Conduct

To the shareholders,

I hereby confirm that the Company has obtained affirmation from all the members of the Board and senior management personnel that they have complied with the Code of Conduct of the Company in respect of the financial year ended March 31, 2017.

For and on Behalf of the Board of Directors  
Avance Technologies Limited

Sd/-

Srikrishna Bhamidipati

Chairman & MD

DIN: 02083384

Date: September 06, 2017

Place: Mumbai .

### M.D. & C.F.O. CERTIFICATION

To,  
Board of Directors,  
**Avance Technologies Limited**

We, Srikrishna Bhamidipati and Srinivas Rachakonda have reviewed Financial Results for the year ended 31st March, 2017 and that to the best of their knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

As per our knowledge and belief, there were no transactions entered into by the Company during the year which were fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

- There has not been any significant change in internal control over financial reporting during the year under reference;
- There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and

- There were no instances of fraud of which we are aware, that involve the Management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
**Srikrishna Bhamidipati**  
Managing Director

Sd/-  
**Srinivas Rachakonda**  
Chief Financial Officer

**Date:** May 26, 2017.

**Place:** Mumbai.

## CERTIFICATE FROM AUDITORS OF COMPLIANCE OF CORPORATE GOVERNANCE

To  
The Members of  
Avance Technologies Limited

We have examined the compliance of conditions of Corporate Governance by Avance Technologies Limited for the year ended on 31<sup>st</sup> March, 2017, as stipulated in Regulation 34(3) and Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) of the said company with stock exchanges in India.

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

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

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

**M/s Tejas Nadkarni & Associates**  
**Chartered Accountants**

Sd/-  
Tejas Nadkarni  
(Proprietor)  
Membership No. 122993  
Firm Reg. No.: 135197W  
Place: Mumbai  
Date: 26/05/2017

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS,  
**AVANCE TECHNOLOGIES LIMITED**

### **Report on the Standalone Financial Statements**

1. We have audited the accompanying (standalone) financial statements of AVANCE TECHNOLOGIES LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the (Standalone) Financial Statements**

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these (standalone) financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (standalone) financial statements.

### **Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (standalone) financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit/loss and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143(11) of the Act, we enclose in the "Annexure A" a statement on matters specified in paragraph 3 & 4 of the said order.

10. **As required by Section 143(3) of the Act, we report that:**

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - A) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - B) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - C) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



D) The Company has provided requisite disclosures in its Standalone Financial Statement as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the company.

**For Tejas Nadkarni and Associates**

**Chartered Accountants**

**(Firm's Registration No. 135197W)**

**Sd/-**

**Tejas Nadkarni**

**(Proprietor)**

**(Membership No. 122993)**

**Place: Mumbai**

**Date: 29/05/2017**

### **"Annexure A" to the Independent Auditors' Report**

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: –

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) As explained to us, all the assets have been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.  
  
(c) The company does not have any immoveable property.
2. (i) as explained to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable.  
  
(ii) There is no discrepancy found on verification between the physical stocks and the book records.
3. As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act., or
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
- 7 (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except as follows:

Sr. No.	Assessment Year	Demand under section	Date on which demand is raised	Amount of Outstanding Demand	Status of Demand
1	2002-03	143 (1)	21/12/2009	1,83,905	Notice of Demand not received by the company.
2	2006-07	143 (1)	11/12/2008	2,90,083	Notice of Demand not received by the company.
3	2007-08	143 (1)	20/12/2009	94,112	Notice of Demand not received by the company.
4	2007-08	143 (3) r/w 147	27/03/2015	61,56,992	Demand is outstanding and appeal against the said demand is filed with CIT(A)-48, Mumbai vide Appeal No. 192/2007-08 dated 29/04/2015 which is still pending.
5	2008-09	143 (1) and 153A	21/03/2016	59,69,374	Demand is outstanding and appeal against the said demand is filed with CIT(A)-48, Mumbai vide Appeal No. 164381091280416 dated 28/04/2016 which is still pending.
6	2009-10	43 (1), 115 _WE 153A	21/03/2016	51,61,399	Demand is outstanding and appeal against the said demand is filed with CIT(A)-48, Mumbai vide Appeal No. 164397401280416 dated 28/04/2016 which is still pending.
7	2010-11	143 (1) (a) and 153A	21/03/2016	84,99,348	Demand is outstanding and appeal against the said demand is filed with CIT(A)-48, Mumbai vide Appeal No. 164422921280416 dated 28/04/2016 which is still pending.

8	2011-12	143 (1) (a) and 153A	21/03/2016	1,95,29,323	Demand is outstanding and appeal against the said demand is filed with CIT(A)-48, Mumbai vide Appeal No. 164464731280416 dated 28/04/2016 which is still pending.
9	2012-13	153A	21/03/2016	69,20,274	Refund of Rs. 2,32,710/- was claimed whereas the department raised a demand to payable which is outstanding and an appeal against the said demand is filed with CIT(A)-48, Mumbai vide Appeal No. 164487931280416 dated 28/04/2016 which is still pending.
10	2013-14	143(3) and 153 A	21/03/2016	12,89,87,910	Refund of Rs. 9,97,630/- was claimed whereas the department raised a demand to payable which is outstanding and an Demand is outstanding and appeal against the said demand is filed with CIT(A)-48, Mumbai vide Appeal No. 164492881280416 dated 28/04/2016 which is still pending.
11	2014-15	143(3) and 153 A	21/03/2016	58,47,950	Refund of Rs. 5,44,370/- was claimed whereas the department raised a demand to payable which is outstanding and an appeal against the said demand is filed with CIT(A)-48, Mumbai vide Appeal No. 164515551280416 dated 28/04/2016 which is still pending.
12	2015-16	CPC	31/01/2016	93,550	CPC Order

8. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, company had not borrowed from financial institution or bank or issued

debentures during the year under audit and there were no loan outstanding at the beginning of the year. Therefore, this clause of the CARO is not applicable to company.

9. The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans
10. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit, that causes the financial statements to be materially misstated.
11. No Managerial remuneration has been paid or provided during the year under audit.
12. The company is not a Nidhi Company hence this clause is not applicable.
13. Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Tejas Nadkarni and Associates**  
**Chartered Accountants**  
**(Firm's Registration no. 135197W)**

**Sd/-**  
**Tejas Nadkarni**  
**(Proprietor)**  
**(Membership No. 122993)**

**Place: Mumbai**  
**Date: 29/05/2017**

## **Annexure B to Independent Auditor's Report**

Referred to in paragraph 10(f) of the Independent's Auditor's Report of even date to the members of Avance Technologies Limited on the standalone financial statements for the year ended 31<sup>st</sup> March, 2017.

Report on the Internal Financial Controls under Clause (i) of sub – section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Avance Technologies Limited ("the Company") as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls:**

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

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the standards on auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all materials respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Tejas Nadkarni and Associates**  
**Chartered Accountants**  
**(Firm's Registration no. 135197W)**

**Sd/-**

**Tejas Nadkarni**  
**(Proprietor)**  
**(Membership No. 122993)**  
**Place: Mumbai**  
**Date: 29/05/2017**

**BALANCESHEET AS ON 31<sup>ST</sup> MARCH, 2017**

(Amount in Rs.)

Particulars	Note No.		As On 31.03.2017		As On 31.03.2016
<b>I. Equity And Liabilities</b>					
<b>(1) Shareholder's Funds</b>					
(A) Share Capital					
(I) Equity Share Capital	1	1,981,917,430		1,981,917,430	
(B) Reserves And Surplus	2	1,884,422,596	3,866,340,026	1,882,301,189	3,864,218,619
<b>(2) Share Application Money</b>					
<b>(3) Non-Current Liabilities</b>					
(A) Deferred Tax Liabilities (Net)			-		-
(B) Other Long Term Liabilities			-		-
<b>(4) Current Liabilities</b>					
(A) Short-Term Borrowings				-	
(B) Trade Payables	3	601,931,306		574,668,309	
(C) Other Current Liabilities			-		-
(D) Short-Term Provisions	4	1,699,050	603,630,356	1,695,850	576,364,159
<b>Total Equity &amp; Liabilities</b>			<b>4,469,970,382</b>		<b>4,440,582,778</b>
<b>II. Assets</b>					
<b>(1) Non-Current Assets</b>					
(A) Fixed Assets					
(I) Tangible Assets					-
(B) Non-Current Investments	5	2,432,245,165		2,231,489,577	
(C) Deferred Tax Assets		62,631		70,770	
(D) Long Term Loans And Advances	6	1,745,154,439		1,904,100,519	
(E) Other Non-Current Assets			4,177,462,235		4,135,660,866
<b>(2) Current Assets</b>					
(A) Current Investments	7	6,235,675		7,664,060	
(B) Inventories	8	210,677,502		197,763,252	
(C) Trade Receivables	9	68,820,805		95,635,376	
(D) Cash And Cash Equivalents	10	3,562,964		1,133,632	
(E) Other Current Assets	11	3,211,202	292,508,147	2,725,590	304,921,910
<b>Total Assets</b>			<b>4,469,970,382</b>		<b>4,440,582,778</b>

This is the Balance Sheet referred to in our Report of even date

For M/s Tejas Nadkarni & Associates  
Chartered Accountants  
Firm Reg. No.135197W

Sd/-

Tejas Nadkarni  
(Proprietor)  
Membership No. 122993  
Date: 29.05.2017  
Place: Mumbai

For and behalf of the Board of Directors of  
Avance Technologies Limited

Sd/-  
(Director)  
Srikrishna Bhamidipati  
(Chairman & MD)  
DIN:02083384

Sd/-  
(Director)  
Vasant Bhoir  
(Director)  
DIN:07596882



**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

(Amount in Rs.)

Particulars	Note No	31/03/2017 (Rs)	31/03/ 2016 (Rs)
Revenue from Operations			
I. Revenue from Sales	12	899,184,089	1,016,179,791
II. Other Revenue Income	13	127,995	1,410,105
<b>Total Revenue from Operations</b>		<b>899,312,084</b>	<b>1,017,589,896</b>
III. Expenses:			
Cost of materials			
Purchase of Stock-in-Trade	14	908,068,181	1,018,321,673
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	15	(12,914,250)	(4,689,030)
Employee Benefit Expense	16	871,982	1,012,686
Financial costs	17	6,257	38,891
Depreciation and Amortization Expense		-	-
Other expenses	18	1,150,369	1,863,961
<b>Total Expenses</b>		<b>897,182,538</b>	<b>1,016,548,181</b>
<b>IV. Profit before exceptional and extraordinary items and tax</b>		<b>2,129,546</b>	<b>1,041,715</b>
Less/Add: Exceptional Item			(12,000,000)
V. Profit before tax		2,129,546	(10,958,285)
VI. Tax expense:			
Current Tax			-
Deferred tax	19	8,139	9,887
<b>VII. Profit/(Loss) for the period</b>		<b>2,121,407</b>	<b>(10,968,172)</b>
VIII. Earning per equity share:			
(1) Basic		0.001	(0.006)
(2) Diluted		0.001	(0.006)

This Statement referred to in our Report of even date

For M/s Tejas Nadkarni & Associates  
Chartered Accountants  
Firm Reg. No.135197W  
Sd/-  
Tejas Nadkarni  
(Proprietor)  
Membership No. 122993  
Date: 29.05.2017  
Place: Mumbai

For and behalf of the Board of Directors of  
Avance Technologies Limited

Sd/-  
Srikrishna Bhamidipati  
(Chairman & MD)  
DIN:02083384

Sd/-  
Vasant Bhoir  
(Director)  
DIN:07596882

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

(Amount in Rs.)

Particulars		31/03/2017 (Rs)	31/03/ 2016 (Rs)
Cash Flow From Operating Activities			
<b>Net Profit Before Tax And Extraordinary Items</b>		<b>2,129,546</b>	<b>1,041,715</b>
Adjustments for :			
Deferred revenue expenses			
Depreciation		-	-
Less : Amount included of other head			
Dividend from Company		-	(1,371,575)
Short Term Profit on Quoted Shares		(127,995)	(38,516)
Balance W/Off		-	533,028
<b>Operating Profit before working capital changes</b>	<b>A</b>	<b>2,001,551</b>	<b>164,652</b>
Adjustments for :			
Change in Loans & Advances		158,946,080	404,316,155
Trade payables		27,262,997	(146,782,252)
Other current liabilities		-	-
Short-term provisions		3,200	5,800
Sundry Debtors		26,814,571	23,488,258
Inventories		(12,914,250)	(4,689,030)
Other Current Assets		(485,612)	(7,097)
Change in Working Capital	<b>B</b>	199,626,986	276,331, 833
<b>Cash Flow From Operating Activities</b>	<b>C=(A+B)</b>	<b>201,628,537</b>	<b>276,496,485</b>
Cash Flow From Investing Activities			
Sales / ( Purchase ) of Investment		(199,327,203)	(268,274,874)
Interest Received		-	-
Dividend from Company		-	1,371,575
Short Term Profit on Quoted Shares		127,995	38,516
Loss on Purchase of Property		-	(12,000,000)
<b>Net Cash From Investing Activities</b>	<b>D</b>	<b>(199,199,208)</b>	<b>(278,864,783)</b>
Cash Flow From Financing Activities			
Net Cash From Financing Activities	<b>E</b>	-	-
<b>Net Increase In Cash &amp; Cash Equivalent</b>	<b>C + D + E</b>	<b>2,429,329</b>	<b>(2,368,298)</b>
Opening Cash & Cash Equivalent		1,133,632	3,501,930
Closing Cash & Cash Equivalent		3,562,964	1,133,632

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

For M/s Tejas Nadkarni & Associates  
Chartered Accountants  
Firm Reg. No.135197W  
Sd/-  
Tejas Nadkarni  
(Proprietor)  
Membership No. 122993  
Date: 29.05.2017  
Place: Mumbai

For and behalf of the Board of Directors of  
Avance Technologies Limited

Sd/-  
Srikrishna Bhamidipati  
(Chairman & MD)  
DIN:02083384

Sd/-  
Vasant Bhoir  
(Director)  
DIN:07596882

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017:**

**Note: 1 SHARE CAPITAL**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
	<b>Authorised Share Capital</b>		
	200,00,00,000 equity shares of Re. 1/- each	2,000,000,000	2,000,000,000
	(Previous year : 200,00,00,000 equity shares of Rs. 1/- each)		
		<b>2,000,000,000</b>	<b>2,000,000,000</b>

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1.	<b>Issued, Subscribed And Paid Up</b>		
	1981917430 equity shares of Re. 1/- each fully paid up	1,981,917,430	1,981,917,430
	Add: Addition during the Year	-	-
	<b>Total issued, subscribed and fully paid up shares capital</b>	<b>1,981,917,430</b>	<b>1,981,917,430</b>

**DISCLOSURES**

**1. Reconciliation of shares outstanding**

**i. Equity shares**

Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
At the beginning of the period	1,981,917,430	1,981,917,430
Add: Addition during the Year		-
<b>Outstanding at the end of the period</b>	<b>1,981,917,430</b>	<b>1,981,917,430</b>

**2. Shareholders holding more than 5% of equity shares as at the end of the year:**

Name of the shareholders	31/03/2017 (Rs)		31/03/ 2016 (Rs)	
	Number of Shares	Shareholding %	Number of Shares	Shareholding %
Golding Mercantile Pvt Ltd	147,900,000	7.46	147,900,000	7.46
Roho Real Estate Pvt Ltd	122,586,660	6.19	122,586,660	6.19
Aalyya Traders Pvt Ltd	110,766,660	5.59	120,766,660	6.09
Indivar Traders Pvt Ltd	101,466,660	5.12	101,466,660	5.12
Dizzystone Trading Pvt Ltd	101,120,000	5.10	101,120,000	5.10

**Note: 2 RESERVES AND SURPLUS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
A.	<b>Security premium account</b>		
	Balance at beginning of the year	1,670,764,965	1,670,764,965
	Less: Capitalization for issue of Bonus Shares	-	-
	Add: During the year	-	-
	<b>Balance at the end of the year</b>	<b>1,670,764,965</b>	<b>1,670,764,965</b>
B.	<b>Forfeiture Reserve</b>		
	Balance as per the last financial statements	279,040,000	279,040,000
	Add: Forfeiture During the year		-

	<b>Closing Balance</b>	<b>279,040,000</b>	<b>279,040,000</b>
C.	<b>Surplus-Balance in statement of Profit and Loss</b>		
	Balance at beginning of the year	(67,503,776)	(56,535,604)
	Less: Current year loss	2,121,407	(10,968,172)
	Balance at the end of the year	<b>(65,382,369)</b>	<b>(67,503,776)</b>
	<b>Total Reserves and Surplus ( A+B+C )</b>	<b>1,884,422,596</b>	<b>1,882,301,189</b>

**Note: 3 TRADE PAYABLE**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Trade Creditors	601,931,306	574,668,309
	<b>Total</b>	<b>601,931,306</b>	<b>574,668,309</b>

The Company has not received any memorandum (as required to be filed by the Supplier with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March 2017 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is NIL

**Note: 4 SHORT TERMS PROVISIONS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Statutory Provisions	1,699,050	1,695,850
	<b>Total</b>	<b>1,699,050</b>	<b>1,695,850</b>

\* The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

**Note:5 NON CURRENT INVESTMENTS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	<b>Investment in Shares of Listed Company</b>		
	95500 Equity Shares of G Tech Info Training Ltd.Re.1/-	675,798	675,798
	76300 Equity Shares of Interworld Digital Digital Ltd.Re.1	223,461	223,461
	2148100 Equity Shares of Emporis Project Limited Rs.10	236,291,000	236,291,000
	1380300 Equity Shares of Emporis Project Limited Rs.10	151,833,000	151,833,000
2	<b>Investment in Shares of Unlisted Company</b>		
	20000 Equity Shares of Aahvan Agencies Ltd of Rs.10/-	22,500,000	-
	10000 Equity Shares of Adequate Properties P. Ltd Rs.10	5,000,000	5,000,000
	10000 Equity Shares of Adequate Shares Shoppe P. Ltd Rs.10	5,000,000	5,000,000
	285000 Equity Shares of Akshara Ent Pvt Ltd Rs.10	28,500,000	28,500,000
	160000 Equity Shares of Amygdale Infotech Pvt Ltd Rs.10	80,000	80,000
	125000 Equity Shares of Aramid Textiles Pvt. Ltd. Rs.10 Each	25,000,000	25,000,000
	14000000 Equity Shares of Arya Tollways Pvt Ltd Rs.10 Each	140,000,000	140,000,000

55000 Equity Shares of Bonjour Estates Pvt. Ltd. Rs.10 Each	5,500,000	5,500,000
125000 Equity Shares of Chakri Industries Pvt Ltd Rs.10 Each	11,500,000	11,500,000
11000 Equity Shares of Concord Infracon Pvt Ltd Rs.500 Each	5,500,000	5,500,000
65000 Equity Shares of Daisy Polymers Pvt Ltd Rs.100 Each	6,500,000	6,500,000
5000 Equity Shares of Dev Chemicals and Pharmaceuticals Pvt Ltd Rs.10 Each	5,050,000	5,050,000
10000 Equity Shares of Devi dutt Textiles Pvt Ltd Rs.500 Each(PP)	2,500,000	2,500,000
4000 Equity Shares of Ethan Construction Pvt Ltd Rs.10 Each	1,000,000	1,000,000
16000 Equity Shares of Ethos Elite Garments Pvt Ltd Rs.10 Each	8,000,000	8,000,000
500000 Equity Shares of Euro Plus Capital Ltd Rs.10 Each	16,350,000	16,350,000
20000 Equity Shares of Europlus One Reality Pvt Ltd Rs.10 Each	3,200,000	3,200,000
8000 Equity Shares of GREEKSOFT INSTITUTE OF FINANCIAL MARKET PRIVATE LIMITED Rs.10 Each	2,000,000	2,000,000
30000 Equity Shares of MURLIDHAR SALES PRIVATE LIMITED.Rs.10 Each	15,000,000	15,000,000
6000 Equity Shares of Hariyali Travellers Pvt Ltd.Rs.500 Each	3,000,000	3,000,000
20000 Equity Shares of HPS Greens Infrastructure Pvt Ltd.Rs.10 Each	10,000,000	10,000,000
225000 Equity Shares of Invar Steels Pvt Ltd Rs.10 Each	-	22,500,000
161000 Equity Shares of Jasmine Steel Trading Ltd. Rs.10 Each	64,500,000	64,500,000
100000 Equity Shares of JPS Balaji Reinforce PIPE Pvt Ltd Rs.10 Each	10,000,000	10,000,000
8000 Equity Shares of Jyoti Buildtech P. Ltd Rs.10 Each	10,000,000	10,000,000
25000 Equity Shares of Kasturi Projects Pvt Ltd Rs.10 Each	5,000,000	5,000,000
10000 Equity Shares of Maruthi Plastics & Packaging Chennai P.L.Rs.10	10,100,000	10,100,000
88000 Equity Shares of MERITORIOUS REALTY PRIVATE LIMITED Rs.10 Each	23,800,000	23,800,000
5000 Equity Shares of Mico Plast Industries Pvt Ltd Rs.10 Each	5,050,000	5,050,000
46500 Equity Shares of Midpoint Trade Link P.Ltd.Rs.10 Each	12,300,000	12,300,000
225000 Equity Shares of Navnidhi Steel Engg.Co.Ltd Rs.10 Each	90,000,000	90,000,000
250000 Equity Shares of Neminath Trade Pvt.Ltd Rs.10 Each	33,000,000	33,000,000
27500 Equity Shares of Osia Realty Pvt Ltd Rs.10 Each	-	2,750,000

	2500000 Equity Shares of Populance Estates Pvt Ltd Rs.10 Each	25,000,000	25,000,000
	75000 Equity Shares of Prateek Bulls & Bear Pvt Ltd Rs.200 Each	15,000,000	15,000,000
	150000 Equity Shares of Prestige Feed Mills Limited Rs.10 Each	15,000,000	15,000,000
	15000 Equity Shares of Prestige Feed Mills Limited Rs.10 Each	1,500,000	1,500,000
	255000 Equity Shares of Punarvasu Entp. Pvt. Ltd. Rs.10 Each	25,500,000	25,500,000
	60000 Equity Shares of Ranjita Infrastructure Pvt Ltd. Rs.10 Each	30,000,000	30,000,000
	100000 Equity Shares of Rassaz Infrastructure Pvt Ltd Rs.320 Each (PP)	21,500,000	21,500,000
	50000 Equity Shares of Rassaz Rest.and Hotels Pvt Ltd Rs.500 Each (PP)	8,000,000	8,000,000
	62000 Equity Shares of Ruia Alloys Trade P. Ltd.Rs.10 Each	3,100,000	3,100,000
	37500 Equity Shares of Shree Sai Steel Indu. India P. Ltd. Rs.10 Each	15,375,000	15,375,000
	50000 Equity Shares of SUBH LAXMI COLD STORAGE PRIVATE LIMITED Rs. 10 Each	5,000,000	5,000,000
	1550000 Equity Shares of Signet Industries Limited Rs.10 Each	12,050,000	12,050,000
	30000 Equity Shares of SMR Telecom Holding Pvt Ltd Rs.500 Each	15,000,000	15,000,000
	100000 Equity Shares of Sparkle Finanical Advisors Pvt. Ltd Rs.10 Each	10,000,000	10,000,000
	10000 Equity Shares of Spice Commotrade Pvt. Ltd. Rs.10 Each	5,000,000	5,000,000
	100000 Equity Shares of Splendid Capital Advisors Pvt. Ltd. Rs.10 Each	10,000,000	10,000,000
	100000 Equity Shares of Sruti Filatex Pvt. Ltd. Rs. 10 Each	1,000,000	1,000,000
	5000 Equity Shares of Ssmn Properties Pvt Ltd Rs.10 Each	5,050,000	5,050,000
	100000 Equity Shares of Suksham Finlease and Investment Rs.10 Each	10,000,000	10,000,000
	58000 Equity Shares of Vision Steel Ltd Rs.10 Each	14,500,000	14,500,000
	25000 Equity Shares of Yes Equities Pvt Ltd Rs.200 Each	5,000,000	5,000,000
	Avance Technologies Limited UK 2500000 (Subsidiary Co)	215,047,196	-
3	<b>Share Application Money in Unlisted Company</b>	575,964,710	947,506,318
4	<b>Investment in Pref Shares of Unlisted Company</b>		
	347050 Preference Shares of Aakarshan Realtors Pvt.Ltd.Rs.100	34,705,000	34,705,000
	2000000 Preference Shares of N M Developers Pvt.Ltd.Rs.10	20,000,000	20,000,000

	3000000 Preference Shares of Father Worldwide Pvt Ltd Rs. 100	300,000,000	-
	3000000 Preference Shares of Enarr Infrastructure Rs.10	30,000,000	-
	300000 Preference Shares of Roger Bravo Advisor Pvt Ltd Rs. 100	30,000,000	-
		<b>2,432,245,165</b>	<b>2,231,489,577</b>

**Note:6 LONG TERM LOANS & ADVANCES**

Sr. no.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Loans & Advances	99,512,431	119,418,894
2	Trade Advances	1,659,274,388	1,784,314,005
3	Receivable - Others	(13,632,380)	367,620
		<b>1,745,154,439</b>	<b>1,904,100,519</b>

**Note: 7 CURRENT INVESTMENTS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
	Current Investment (Non-trade)		
1	120651 Equity Shares of Swagruha Infrasturcture Ltd Rs.1 Each	2,938,360	2,938,360
2	5000 Equity Shares of Mobile Telecommunication Ltd Rs.1 Each	14,826	14,826
3	22500 Equity Shares of Swagruha Infrasturcture Ltd Rs.1 Each	343,557	343,557
4	5965000 Equity Shares of Yantra Natural Resource Ltd Rs.1 Each	1,302,346	1,302,346
5	4833339 Equity Shares of Empower India Ltd Rs.1 Each	1,636,586	3,064,971
	<b>Total</b>	<b>6,235,675</b>	<b>7,664,060</b>

**Note No:8 INVENTORIES**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Stock-in-trade	210,677,502	197,763,252
	<b>Total</b>	<b>210,677,502</b>	<b>197,763,252</b>

**Note: 9 TRADE RECEIVABLES**

Sr. No.	Particulars		As at 31/03/17		As at 31/03/16
1	Trade receivables outstanding for a period exceeding Six Months				
2	Unsecured, Considered Goods	929,134		18,360,153	
3	Trade receivables outstanding for a period less than Six Months				
4	Secured, Considered Goods	67,891,671	68,820,805	77,275,223	95,635,376
	<b>Total</b>		<b>68,820,805</b>		<b>95,635,376</b>

**Note: 10 CASH AND CASH EQUIVALENTS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Cash on Hand	225,482	296,533
2	Balance with bank in current account	3,337,481	837,099
	<b>Total</b>	<b>3,562,963</b>	<b>1,133,632</b>

**Note: 11 OTHER CURRENT ASSETS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Deposit with Black Horse Media & Ent. Pvt Ltd	200,000	200,000
2	Prepaid Income Tax	1,533,368	1,533,368
3	VAT Refundable	1,477,834	942,222
4	Staff Advance	-	50,000
	<b>Total</b>	<b>3,211,202</b>	<b>2,725,590</b>

**Note: 12 REVENUE FROM OPERATION**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Income from Sales of traded goods (IT Products and Computer Peripheral)	899,184,089	1,016,179,791
	<b>Total</b>	<b>899,184,089</b>	<b>1,016,179,791</b>

**Note: 13 OTHER REVENUE INCOME**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Dividend from Company	-	1,371,575
2	Short Term Profit on Quoted Shares	127,995	38,516
3	Rounded off	-	14
	<b>Total</b>	<b>127,995</b>	<b>1,410,105</b>

**Note: 14 PURCHASE OF STOCK IN TRADE**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Purchase of Traded Goods	908,068,181	1,018,321,673
	<b>Total</b>	<b>908,068,181</b>	<b>1,018,321,673</b>

**Note: 15 STOCK-IN-TRADE**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Opening Stock	197,763,252	193,074,222
2	Closing Stock	210,677,502	197,763,252
	<b>Changes in Inventory</b>	<b>(12,914,250)</b>	<b>(4,689,030)</b>



**Note: 16 EMPLOYEE BENEFIT EXPENSES**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Staff Expenses	-	522
2	Salary Expenses	827,274	974,624
3	Bonus to Staff	44,708	37,540
	<b>Total</b>	<b>871,982</b>	<b>1,012,686</b>

**Note: 17 FINANCIAL COSTS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Bank Charges	6,257	38,891
	<b>Total</b>	<b>6,257</b>	<b>38,891</b>

**Note: 18 OTHER EXPENSES**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Legal Advertisement Expenses	84,935	51,813
2	Auditor's Remuneration	30,000	30,000
3	Communication Expenses	17,544	14,925
4	Conveyance Expenses	9,192	2,370
5	Discount and Rebates	2	-
6	Electricity Expenses	26,450	18,540
7	Listing & ROC Fees	775,471	488,559
8	Office Expenses	23,666	91,238
9	Printing & Stationery	12,329	8,538
10	Professional Fee and Legal Fees	137,596	82,500
11	Rates and Taxes	13,994	352,030
12	Rounded Off	(1)	-
13	Courier & Postage Expenses	16,610	318
14	Office Rent	-	168,000
15	Loss on Quoted Shares	-	6
16	ROC Expencc	1,200	-
17	Sundry Balance W/O	-	533,028
18	Shares Sale/Purchase Expenses	1,380	136
19	VAT Paid F.Y 14-15	-	21,960
	<b>Total</b>	<b>1,150,369</b>	<b>1,863,961</b>

**Note: 19 DEFERRED TAX**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Deferred Tax Provision	8,139	9,887
	<b>Total</b>	<b>8,139</b>	<b>9,887</b>

**Note 20.1 CONTINGENT LIABILITIES & COMMENTS**

Income Tax Liability Rs.1, 75, 22,262/- (Previous Year Rs.222, 78,678/-). Company has filed appeals in Appellate Tribu and expects the decision in favor of company.

**Note 20.2 AUDITORS REMUNERATION**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Audit Fees	15,000	15,000
2	Tax Audit Fees	15,000	15,000
	<b>Total</b>	<b>30,000</b>	<b>30,000</b>

**Note 20.3 Earnings Per Share:**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Weighted average number of Equity Shares of Re 1/- each	198,191,743	1,98,191,743
2	Basic Earnings Per Share of Re 1/- each	0.001	(0.006)
3	Diluted Earnings Per Share of Re 1/- each	0.001	(0.009)

**Note 20.4** The Previous year figures have been regrouped, rearranged whenever necessary.

**Note 20.5** Every company shall disclose the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below:-

(Amt. in Rs.)

Sr. No.	Particulars	SBNs	Other denomination	Total
1	Closing cash in hand as on 08.11.2016	4,901,000	250	4,901,250
2	(+) Permitted receipts	0.00	0.00	0.00
3	(-) Permitted payments	0.00	0.00	0.00
4	(-) Amount deposited in Banks	(4,901,000)	(250)	(4,901,250)
5	Closing cash in hand as on 30.12.2016	0.00	0.00	0.00

**AVANCE TECHNOLOGIES LTD**

**STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017**

**1 Accounting Convention:**

1.1 Financial statements are prepared in accordance with generally accepted accounting principles including accounting standards in India under historical cost convention except so far as they relate to revaluation of certain land and buildings.

1.2 All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Revised Schedule III to the companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has determined its operating cycle as twelve months for the purpose of current- noncurrent classification of assets and liabilities.

1.3 Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, disclosure of contingent liabilities and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances, actual result could vary from estimates and any such differences are dealt with in the period in which the result are known/materialize.

**2. Fixed Assets:**

Fixed assets are stated at cost of acquisition for assets installed and put to use less accumulated Depreciation.

**3. Investments:**

Investments are classified into Current investments and long-term investments. Current Investments are carried at lower of cost or market value and provision is made to recognize any decline in the carrying value. Long-term investments are carried at cost and provision is made to recognize any decline, other than temporary, in the value of such investment.

**4. Inventory:**

Inventories are valued at cost or net realizable value whichever is lower, computed on a FIFO basis, after providing for cost of obsolescence and other anticipate losses, wherever considered necessary. Finished goods include costs of conversion and other costs incurred in bringing the inventories to their present location and condition as certified by the management.

**5. Expenditure:**

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

## **6. Segment Reporting:**

The Company has only one segment of activity of dealing in IT products during the period; hence segment wise reporting as defined in Accounting Standard-17 is not applicable.

7. In the opinion of board of directors, current assets, loans and advances, have at least the value as stated in the balance sheet, if realized in the ordinary course of the business.
8. The Company has not received any memorandum (as required to be filed by the Supplier with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March 2017 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is NIL

## **9. Revenue Recognition:**

9.1 Revenue from sale of products is stated net off discounts and any applicable duties and taxes on dispatch of goods in accordance with terms of sales.

9.2 Other operating revenues comprise of income from ancillary activities incidental to the operation of the company and is recognized when the right to receive the income is established as per the terms.

## **10. Research and Development:**

Expenses incurred on research and developments are charges to revenue in the same year. Fixed assets purchased for research and development purpose are capitalized and depreciated as per Company's policy.

## **11. Retirement Benefits:**

In view of the number of employees being below the stipulated numbers, the Provident Fund, ESIC, Bonus and payment of Gratuity Act are not applicable to the company for the year.

## **12. Taxation:**

Income-tax comprises current tax and deferred tax expense or credit.

### **Current tax**

Provision for current tax is recognised in accordance with the provisions of the Indian Income Tax Act, 1961 and is made annually based on the tax liability after considering adjustment for tax allowances and exemptions.

### **Deferred tax**

Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income taxes and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the

balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

### 13. Provisions and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liabilities made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure as specified in Accounting Standard 29-'Provisions, Contingent Liabilities and Contingent Assets' is made.

### 14. Earnings per share ('EPS')

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti-dilutive.

### 15. Cash Flow Statement

Cash Flow Statement has been prepared in accordance with the Accounting standard Issued by Institute of Chartered Accounts of India on indirect method.

As per our Report of Even Date Attached

For M/s Tejas Nadkarni & Associates  
Chartered Accountants  
Firm Reg. No.135197W

Sd/-  
Tejas Nadkarni  
(Proprietor)  
Membership No. 122993  
Date: 29.05.2017  
Place: Mumbai

For and behalf of the Board of Directors of  
Avance Technologies Limited

Sd/-  
Srikrishna Bhamidipati  
(Chairman & MD)  
DIN:02083384

Sd/-  
Vasant Bhoir  
(Director)  
DIN:07596882

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS,  
AVANCE TECHNOLOGIES LIMITED

### Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of AVANCE TECHNOLOGIES LIMITED ("hereinafter referred to as the Holding Company") and its subsidiaries, together referred to as "the Group" to the attached consolidated financial statements, which comprise of the consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

### Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding company's Board of directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the holding Company's preparation of the consolidated financial statements that give

a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March, 2017, and their Consolidated profit / loss and their consolidated cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

9. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors in respect of entities audited by them.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained by the Holding Company, its subsidiaries including relevant records relating to preparation of the consolidated financial statements as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors in respect of entities audited by them.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the other auditors in respect of entities audited by them, none of the directors of the Group companies is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our Opinion and to the best of our information and according to the explanations given to us:
    - A) The consolidated financial statements disclose the impact, of pending litigations as at 31st March, 2017 on the consolidated financial position of the Group.

- B) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- C) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31/03/2017.
- D) The Company has provided requisite disclosures in its Standalone Financial Statement as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the company.

**For Tejas Nadkarni and Associates**  
**Chartered Accountants**  
**(Firm's Registration No. 135197W)**

Sd/-  
Tejas Nadkarni  
(Proprietor)  
(Membership No. 122993)

Place of Signature: Mumbai  
Date: 29/05/2017



## **Annexure A to Independent Auditor's Report**

Referred to in paragraph 10(f) of the Independent's Auditor's Report of even date to the members of Avance Technologies Limited on the consolidated financial statements for the year ended 31<sup>st</sup> March, 2017.

### **Report on the Internal Financial Controls under Clause (i) of sub – section 143 of the Act:**

1. In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31<sup>st</sup> March, 2017, we have audited the internal financial controls over financial reporting of Avance Technologies Limited (hereinafter referred to as "the Holding Company") and its subsidiaries companies as of 31<sup>st</sup> March, 2017.

### **Management's Responsibility for Internal Financial Controls:**

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

### **Auditor's Responsibility:**

3. Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the standards on auditing deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all materials respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the reports of the other auditors in respect of entities audited by them, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting:**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that,

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting:**

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

**Opinion:**

8. In our opinion, the Holding Company, its subsidiaries companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March,2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India, as it appears from our examination of the books and records of the Holding Company and reports of the other auditors in respect of the other auditors in respect of entities audited by them.

**For Tejas Nadkarni and Associates**  
**Chartered Accountants**  
**(Firm's Registration No. 135197W)**

Sd/-  
Tejas Nadkarni  
(Proprietor)  
(Membership No. 122993)

**Place of Signature: Mumbai**  
**Date: 29/05/2017**

**CONSOLIDATED BALANCESHEET AS ON 31<sup>ST</sup> MARCH, 2017**

(Amount in Rs.)

Particulars	Note No.		As On 31.03.2017		As On 31.03.2016
I. Equity And Liabilities					
(1) Shareholder's Funds					
(A) Share Capital					
(I) Equity Share Capital	1	1,981,917,430		1,981,917,430	
(B) Reserves And Surplus	2	1,884,422,596	3,866,340,026	1,882,301,189	3,864,218,619
(2) Share Application Money					
(3) Non-Current Liabilities					
(A) Deferred Tax Liabilities (Net)				-	
(B) Other Long Term Liabilities				-	
(4) Current Liabilities					
(A) Short-Term Borrowings				-	
(B) Trade Payables	3	601,931,306		574,668,309	
(C) Other Current Liabilities				-	
(D) Short-Term Provisions	4	1,699,050	603,630,356	1,695,850	576,364,159
<b>Total Equity &amp; Liabilities</b>			<b>4,469,970,382</b>		<b>4,440,582,778</b>
II. Assets					
(1) Non-Current Assets					
(A) Fixed Assets					
(I) Tangible Assets				-	
(B) Non-Current Investments	5	2,217,197,969		2,231,489,577	
(C) Deferred Tax Assets		62,631		70,770	
(D) Long Term Loans And Advances	6	1,960,201,635		1,904,100,519	
(E) Other Non-Current Assets		-	4,177,462,235	-	4,135,660,866
(2) Current Assets					
(A) Current Investments	7	6,235,675		7,664,060	
(B) Inventories	8	210,677,502		197,763,252	
(C) Trade Receivables	9	68,820,805		95,635,376	
(D) Cash And Cash Equivalents	10	3,562,964		1,133,632	
(E) Other Current Assets	11	3,211,202	292,508,147	2,725,590	304,921,910
<b>Total Assets</b>			<b>4,469,970,382</b>		<b>4,440,582,778</b>

This is the Balance Sheet referred to in our Report of even date

For M/s Tejas Nadkarni & Associates  
Chartered Accountants  
Firm Reg. No.135197W

Sd/-

Tejas Nadkarni  
(Proprietor)  
Membership No. 122993  
Date: 29.05.2017  
Place: Mumbai

For and behalf of the Board of Directors of  
Avance Technologies Limited

Sd/-

Srikrishna Bhamidipati  
(Chairman & Managing Director)  
DIN:02083384

Sd/-

Vasant Bhoir  
(Director)  
DIN:07596882

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

(Amount in Rs.)

Particulars	Note No	As on 31.03.2017	As on 31.03.2016
Revenue from Operations			
I. Revenue from Sales	12	899,184,089	1,016,179,791
II. Other Revenue Income	13	127,995	1,410,105
<b>Total Revenue from Operations</b>		<b>899,312,084</b>	<b>1,017,589,896</b>
III. Expenses:			
Cost of materials			
Purchase of Stock-in-Trade	14	908,068,181	1,018,321,673
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	15	(12,914,250)	(4,689,030)
Employee Benefit Expense	16	871,982	1,012,686
Financial costs	17	6,257	38,891
Depreciation and Amortization Expense		-	-
Other expenses	18	1,150,369	1,863,961
<b>Total Expenses</b>		<b>897,182,538</b>	<b>1,016,548,181</b>
<b>IV. Profit before exceptional and extraordinary items and tax</b>		<b>2,129,546</b>	<b>1,041,715</b>
Less/Add: Exceptional Item			(12,000,000)
V. Profit before tax		2,129,546	(10,958,285)
VI. Tax expense:			
Current Tax			-
Deferred tax	19	8,139	9,887
<b>VII. Profit/(Loss) for the period</b>		<b>2,121,407</b>	<b>(10,968,172)</b>
VIII. Earning per equity share:			
(1) Basic		0.001	(0.006)
(2) Diluted		0.001	(0.006)

For M/s Tejas Nadkarni & Associates  
Chartered Accountants  
Firm Reg. No.135197W

Sd/-

Tejas Nadkarni  
(Proprietor)  
Membership No. 122993  
Date: 29.05.2017  
Place: Mumbai

For and behalf of the Board of Directors of  
Avance Technologies Limited

Sd/-

Srikrishna Bhamidipati  
(Chairman & Managing Director)  
DIN:02083384

Sd/-

Vasant Bhoir  
(Director)  
DIN:07596882

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars		31/03/2017 (Rs)	31/03/ 2016 (Rs)
Cash Flow From Operating Activities			
<b>Net Profit Before Tax And Extraordinary Items</b>		<b>2,129,546</b>	<b>1,041,715</b>
Adjustments for :			
Deferred revenue expenses			
Depreciation		-	-
Less : Amount included of other head			
Dividend from Company		-	(1,371,575)
Short Term Profit on Quoted Shares		(127,995)	(38,516)
Balance W/Off		-	533,028
<b>Operating Profit before working capital changes</b>	<b>A</b>	<b>2,001,551</b>	<b>164,652</b>
Adjustments for :			
Change in Loans & Advances		(56,101,116)	404,316,155
Trade payables		27,262,997	(146,782,252)
Other current liabilities		-	-
Short-term provisions		3200	5,800
Sundry Debtors		26,814,571	23,488,258
Inventories		(12,914,250)	(4,689,030)
Other Current Assets		(485,612)	(7,097)
Change in Working Capital	B	(15,420,210)	276,331, 833
<b>Cash Flow From Operating Activities</b>	<b>C=(A+B)</b>	<b>(13,418,659)</b>	<b>276,496,485</b>
Cash Flow From Investing Activities			
Sales / ( Purchase ) of Investment		15,719,993	(268,274,874)
Interest Received		-	-
Dividend from Company		-	1,371,575
Short Term Profit on Quoted Shares		127,995	38,516
Loss on Purchase of Property		-	(12,000,000)
<b>Net Cash From Investing Activities</b>	<b>D</b>	<b>15,847,988</b>	<b>(278,864,783)</b>
Cash Flow From Financing Activities			
Net Cash From Financing Activities	E	-	-
<b>Net Increase In Cash &amp; Cash Equivalent</b>	<b>C + D + E</b>	<b>2,429,329</b>	<b>(2,368,298)</b>
Opening Cash & Cash Equivalent		1,133,632	3,501,930
Closing Cash & Cash Equivalent		3,562,964	1,133,632

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

For M/s Tejas Nadkarni & Associates  
Chartered Accountants  
Firm Reg. No.135197W

Sd/-

Tejas Nadkarni  
(Proprietor)  
Membership No. 122993  
Date: 29.05.2017  
Place: Mumbai

For and behalf of the Board of Directors of  
Avance Technologies Limited

Sd/-

Srikrishna Bhamidipati  
(Chairman & Managing Director)  
DIN:02083384

Sd/-

Vasant Bhoir  
(Director)  
DIN:07596882

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017:**

**Note: 1 SHARE CAPITAL**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
	Authorised Share Capital		
	200,00,00,000 equity shares of Re. 1/- each	2,000,000,000	2,000,000,000
	(Previous year : 200,00,00,000 equity shares of Rs. 1/- each)		
		<b>2,000,000,000</b>	<b>2,000,000,000</b>

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1.	<b>Issued, Subscribed And Paid Up</b>		
	1981917430 equity shares of Re. 1/- each fully paid up	1,981,917,430	1,981,917,430
	Add: Addition during the Year	-	-
	<b>Total issued, subscribed and fully paid up shares capital</b>	<b>1,981,917,430</b>	<b>1,981,917,430</b>

**DISCLOSURES**

**1. Reconciliation of shares outstanding**

**i. Equity shares**

Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
At the beginning of the period	1,981,917,430	1,981,917,430
Add: Addition during the Year		-
<b>Outstanding at the end of the period</b>	<b>1,981,917,430</b>	<b>1,981,917,430</b>

**2. Shareholders holding more than 5% of equity shares as at the end of the year:**

Name of the shareholders	31/03/2017 (Rs)		31/03/ 2016 (Rs)	
	Number of Shares	Shareholding %	Number of Shares	Shareholding %
Golding Mercantile Pvt Ltd	147,900,000	7.46	147,900,000	7.46
Roho Real Estate Pvt Ltd	122,586,660	6.19	122,586,660	6.19
Aalyya Traders Pvt Ltd	110,766,660	5.59	120,766,660	6.09
Indivar Traders Pvt Ltd	101,466,660	5.12	101,466,660	5.12
Dizzystone Trading Pvt Ltd	101,120,000	5.10	101,120,000	5.10

**Note: 2 RESERVES AND SURPLUS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
A.	Security premium account		
	Balance at beginning of the year	1,670,764,965	1,670,764,965
	Less: Capitalization for issue of Bonus Shares		-
	Add: During the year		
	<b>Balance at the end of the year</b>	<b>1,670,764,965</b>	<b>1,670,764,965</b>

B.	Forfeiture Reserve		
	Balance as per the last financial statements	279,040,000	279,040,000
	Add: Forfeiture During the year		-
	<b>Closing Balance</b>	<b>279,040,000</b>	<b>279,040,000</b>
C.	Surplus-Balance in statement of Profit and Loss		
	Balance at beginning of the year	(67,503,776)	(56,535,604)
	Less: Current year loss	2,121,407	(10,968,172)
	Balance at the end of the year	<b>(65,382,369)</b>	<b>(67,503,776)</b>
	<b>Total Reserves and Surplus ( A+B+C )</b>	<b>1,884,422,596</b>	<b>1,882,301,189</b>

**Note: 3 TRADE PAYABLE**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Trade Creditors	601,931,306	574,668,309
	Total	<b>601,931,306</b>	<b>574,668,309</b>

The Company has not received any memorandum (as required to be filed by the Supplier with the notified auth under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March 201 Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is f

**Note: 4 SHORT TERMS PROVISIONS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Statutory Provisions	1,699,050	1,695,850
	Total	<b>1,699,050</b>	<b>1,695,850</b>

\* The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

**Note: 5 NON CURRENT INVESTMENTS**

Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
<b>NON CURRENT INVESTMENTS</b>		
<b>Investment in Shares - Quoted</b>		
95500 Equity Shares of G Tech Info Training Ltd.Rs.1	675,798	675,798
76300 Equity Shares of Interworld Digital Digital Ltd.Rs.1	223,461	223,461
2148100 Equity Shares of Emporis Project Limited Rs.1	236,291,000	236,291,000
1380300 Equity Shares of Emporis Project Limited Rs.1	151,833,000	151,833,000
<b>Investment in Shares - Unquoted</b>		
10000 Equity Shares of Aahvan Agencies Ltd of Rs.1125/-	11,250,000	
10000 Equity Shares of Aahvan Agencies Ltd of Rs.1125/-	11,250,000	
10000 Equity Shares of Adequate Properties P. Ltd Rs.10	5,000,000	5,000,000
10000 Equity Shares of Adequate Trading P. Ltd Rs.10	5,000,000	5,000,000
285000 Equity Shares of Akshara Ent Pvt Ltd Rs.10	28,500,000	28,500,000

160000 Equity Shares of Amygdale Infotech Pvt Ltd Rs.10	80,000	80,000
125000 Equity Shares of Aramid Textiles Pvt. Ltd. Rs.10 Each	25,000,000	25,000,000
14000000 Equity Shares of Arya Tollways Pvt Ltd Rs.10 Each	140,000,000	140,000,000
55000 Equity Shares of Bonjour Estates Pvt. Ltd. Rs.10 Each	5,500,000	5,500,000
125000 Equity Shares of Chakri Industries Pvt Ltd Rs.10 Each	11,500,000	11,500,000
11000 Equity Shares of Concord Infracon Pvt Ltd Rs. 500 each	5,500,000	5,500,000
65000 Equity Shares of Daisy Polymers Pvt Ltd Rs.100 Each	6,500,000	6,500,000
5000 Equity Shares of Dev Chemicals and Pharmaceuticals Pvt Ltd Rs.10 Each	5,050,000	5,050,000
10000 Equity Shares of Devidutt Textiles Pvt Ltd Rs.500 Each(PP)	2,500,000	2,500,000
4000 Equity Shares of Ethan Construction Pvt Ltd Rs.10 Each	1,000,000	1,000,000
16000 Equity Shares of Ethos Elite Garments Pvt Ltd Rs.10 Each	8,000,000	8,000,000
500000 Equity Shares of Euro Plus Capital Ltd Rs.10 Each	16,350,000	16,350,000
20000 Equity Shares of Europlus One Reality Pvt Ltd Rs.10 Each	3,200,000	3,200,000
8000 Equity Shares of Greek Soft Inst. Of Fin Market P. Ltd. Rs.10 Each	2,000,000	2,000,000
30000 Equity Shares of Handsome Sales Pvt. Ltd.Rs.10 Each	15,000,000	15,000,000
6000 Equity Shares of Hariyali Travellers Pvt Ltd.Rs.500 Each	3,000,000	3,000,000
20000 Equity Shares of HPS Greens Infrastructure Pvt Ltd.Rs.10 Each	10,000,000	10,000,000
225000 Equity Shares of Invar Steels Pvt Ltd Rs.10 Each	-	22,500,000
161000 Equity Shares of Jasmine Steel Trading Ltd. Rs.10 Each	6,4500,000	6,4500,000
100000 Equity Shares of JPS Balaji Reinforce Rs.10 Each	10,000,000	10,000,000
8000 Equity Shares of Jyoti Buildtech P. Ltd Rs.10 Each	10,000,000	10,000,000
25000 Equity Shares of Kasturi Projects Pvt Ltd Rs.10 Each	5,000,000	5,000,000
10000 Equity Shares of Maruthi Plastics & Packaging Chennai P.L.Rs.10	10,100,000	10,100,000
88000 Equity Shares of Meritorious Reality Pvt Ltd. Rs.10 Each	23,800,000	23,800,000
5000 Equity Shares of Mico Plast Industries Pvt Ltd Rs.10 Each	5,050,000	5,050,000
46500 Equity Shares of Midpoint Trade Link P.Ltd.Rs.10 Each	12,300,000	12,300,000
225000 Equity Shares of Navnidhi Steel Engg. Co. Ltd Rs.10 Each	90,000,000	90,000,000
250000 Equity Shares of Neminath Trade Pvt. Ltd Rs.10 Each	33,000,000	33,000,000
27500 Equity Shares of Osia Realty Pvt Ltd Rs.10 Each	-	2,750,000
2500000 Equity Shares of Populance Estates Pvt Ltd Rs.10 Each	25,000,000	25,000,000
75000 Equity Shares of Prateek Bulls & Bear Pvt Ltd Rs.200 Each	15,000,000	15,000,000
150000 Equity Shares of Prestige Feed Mills Limited Rs.10 Each	15,000,000	15,000,000
15000 Equity Shares of Prestige Feed Mills Limited Rs.10 Each	1,500,000	1,500,000
255000 Equity Shares of Punarvasu Entp. Pvt. Ltd. Rs.10 Each	25,500,000	25,500,000
60000 Equity Shares of Ranjita Infrastructure Pvt Ltd. Rs.10 Each	30,000,000	30,000,000
100000 Equity Shares of Rasaaz Infrastructure Pvt Ltd Rs.320 Each (PP)	21,500,000	21,500,000
50000 Equity Shares of Rasaaz Rest.and Hotels Pvt Ltd Rs.500 Each (PP)	8,000,000	8,000,000
62000 Equity Shares of Ruia Alloys Trade P. Ltd.Rs.10 Each	3,100,000	3,100,000
37500 Equity Shares of Shree Sai Steel Indu. India P. Ltd. Rs.10 Each	15,375,000	15,375,000
50000 Equity Shares of ShubhLaxmi Cold Storage and Ice Rs. 10 Each	5,000,000	5,000,000
1550000 Equity Shares of Signet Industries Limited Rs.10 Each	12,050,000	12,050,000
30000 Equity Shares of SMR Telecom Holding Pvt Ltd Rs.500 Each	15,000,000	15,000,000



100000 Equity Shares of Sparkle Financial Services P. Ltd. Rs.10 Each	10,000,000	10,000,000
10000 Equity Shares of Spice Commotrade Pvt. Ltd. Rs.10 Each	5,000,000	5,000,000
100000 Equity Shares of Splendid Capital Advisors Pvt. Ltd. Rs.10 Each	10,000,000	10,000,000
100000 Equity Shares of Sruti Filatex Pvt. Ltd. Rs. 10 Each	1,000,000	1,000,000
5000 Equity Shares of Ssmn Properties Pvt Ltd Rs.10 Each	5,050,000	5,050,000
100000 Equity Shares of Suksham Finlease and Investment Rs.10 Each	10,000,000	10,000,000
58000 Equity Shares of Vision Steel Ltd Rs.10 Each	14,500,000	14,500,000
25000 Equity Shares of Yes Equities Pvt Ltd Rs.200 Each	5,000,000	5,000,000
Share Application Money in Unlisted Company	575,964,710	947,506,318
Investment in Pref Shares of Unlisted Company		
347050 Equity Shares of Aakarshan Realtors Pvt.Ltd.Rs.10	34,705,000	34,705,000
2000000 Equity Shares of N M Developers Pvt.Ltd.Rs.10	20,000,000	20,000,000
3000000 Preference Shares of Father Worldwide Pvt Ltd Rs. 100	300,000,000	-
3000000 Preference Shares of Enarr Infrastructure Rs.10	30,000,000	-
300000 Preference Shares of Roger Bravo Advisord Pvt Ltd Rs. 100	30,000,000	
<b>Total</b>	<b>2,217,197,969</b>	<b>2,231,489,577</b>

**Note: 6 LONG TERM LOAN AND ADVANCES**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Loans & Advances	99,512,431	119,418,894
2	Trade Advances	1,659,274,388	1,784,314,005
3	Receivable - Others	(13,632,380)	367,620
4	Loans and Advances - Al Alani Forex	215,047,196	-
	<b>Total</b>	<b>1,960,201,635</b>	<b>1,904,100,519</b>

**Note: 7 CURRENT INVESTMENTS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
	<b>Current Investment (Non-trade)</b>		
1	120651 Equity Shares of Swagraha Infrasturcture Ltd Rs.1 Each	2,938,360	2,938,360
2	5000 Equity Shares of Mobile Telecommunication Ltd Rs.1 Each	14,826	14,826
3	22500 Equity Shares of Swagraha Infrasturcture Ltd Rs.1 Each	343,557	343,557
4	5965000 Equity Shares of Yantra Natural Resource Ltd Rs.1 Each	1,302,346	1,302,346
5	4833339 Equity Shares of Empower India Ltd Rs.1 Each	1,636,586	3,064,971
	<b>Total</b>	<b>6,235,675</b>	<b>7,664,060</b>

**Note: 8 INVENTORIES**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
	Inventories (valued at lower of cost and net realizable value)		
1	Stock-in-trade	210,677,502	197,763,252
	<b>Total</b>	<b>210,677,502</b>	<b>197,763,252</b>

**Note: 9 TRADE RECEIVABLES**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Trade receivables outstanding for a period exceeding Over Six Months Unsecured, Considered Goods	929,134	18,360,153
2	Trade receivables outstanding for a period less than Six Months Secured, Considered Goods	67,891,671	77,275,223
	<b>Total</b>	<b>68,820,805</b>	<b>95,635,376</b>

**Note: 10 CASH AND CASH EQUIVALENTS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Cash on Hand	225,482	296,533
2	Balance with bank in current account	3,337,481	837,099
	<b>Total</b>	<b>3,562,963</b>	<b>1,133,632</b>

**Note: 11 OTHER CURRENT ASSETS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Deposit with Black Horse Media & Ent. Pvt Ltd	200,000	200,000
2	Prepaid Income Tax	1,533,368	1,533,368
3	VAT Refundable	1,477,834	942,222
4	Staff Advance	-	50,000
	<b>Total</b>	<b>3,211,202</b>	<b>2,725,590</b>

**Note: 12 REVENUE FROM OPERATIONS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Income from Sales of traded goods (IT Products and Computer Peripheral)	899,184,089	1,016,179,791
	<b>Total</b>	<b>899,184,089</b>	<b>1,016,179,791</b>

**Note: 13 OTHER REVENUE INCOME**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Dividend from Company	-	1,371,575
2	Short Term Profit on Quoted Shares	127,995	38,516
3	Rounded off	-	14
	<b>Total</b>	<b>127,995</b>	<b>1,410,105</b>

**Note: 14 PURCHASE OF STOCK IN TRADE**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Purchase of Traded Goods	908,068,181	1,018,321,673
	<b>Total</b>	<b>908,068,181</b>	<b>1,018,321,673</b>

**Note: 15 STOCK-IN-TRADE**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Opening Stock	197,763,252	193,074,222
2	Closing Stock	210,677,502	197,763,252
	<b>Changes in Inventory</b>	<b>(12,914,250)</b>	<b>(4,689,030)</b>

**Note: 16 EMPLOYEE BENEFIT EXPENSES**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Staff Expenses	-	522
2	Salary Expenses	827,274	974,624
3	Bonus to Staff	44,708	37,540
	<b>Total</b>	<b>871,982</b>	<b>1,012,686</b>

**Note: 17 FINANCIAL COSTS**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Bank Charges	6,257	38,891
	<b>Total</b>	<b>6,257</b>	<b>38,891</b>

**Note: 18 OTHER EXPENSES**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Legal Advertisement Expenses	84,935	51,813
2	Auditor's Remuneration	30,000	30,000
3	Communication Expenses	17,544	14,925
4	Conveyance Expenses	9,192	2,370
5	Discount and Rebates	2	-
6	Electricity Expenses	26,450	18,540
7	Listing & ROC Fees	775,471	488,559
8	Office Expenses	23,666	91,238
9	Printing & Stationery	12,329	8,538
10	Professional Fee and Legal Fees	137,596	82,500
11	Rates and Taxes	13,994	352,030
12	Rounded Off	(1)	-
13	Courier & Postage Expenses	16,610	318
14	Office Rent	-	168,000
15	Loss on Quoted Shares	-	6
16	ROC Expence	1,200	-
17	Sundry Balance W/O	-	533,028
18	Shares Sale/Purchase Expenses	1,380	136

19	VAT Paid F.Y 14-15	-	21,960
	<b>Total</b>	<b>1,150,369</b>	<b>1,863,961</b>

**Note : 19 DEFERRED TAX**

Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
Deferred Tax Provision	8,139	9,887
<b>Total</b>	<b>8,139</b>	<b>9,887</b>

**Note : 20 Notes to Account**

**20. 1 CONTINGENT LIABILITIES & COMMENTS**

Income Tax Liability Rs.1, 75, 22,262/- (Previous Year Rs.222, 78,678/-). Company has filed appeals in Appellate Tribunal expects the decision in favor of company.

**20. 2 AUDITORS REMUNERATION**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Audit Fees	15,000	15,000
2	Tax Audit Fees	15,000	15,000
	<b>Total</b>	<b>30,000</b>	<b>30,000</b>

**20.3 Earnings Per Share**

Sr. No.	Particulars	31/03/2017 (Rs)	31/03/ 2016 (Rs)
1	Weighted average number of Equity Shares of Re 1/- each	-	1,98,191,743
2	Basic Earnings Per Share of Re 1/- each	-	(0.006)
3	Diluted Earnings Per Share of Re 1/- each	-	(0.009)

**20.4** The Previous year figures have been regrouped, rearranged whenever necessary.

**AVANCE TECHNOLOGIES LIMITED**

(CIN NO: L51900MH1985PLC035210)

**Registered Office:** Unit no. 7, Aidvn Building, 5<sup>th</sup> Floor, Near Metro, New Marine Lines, Mumbai- 400002.

Email: [info@avance.in](mailto:info@avance.in) [avancetechnologiesltd@gmail.com](mailto:avancetechnologiesltd@gmail.com); Website: [www.avance.in](http://www.avance.in); Tel. No.: 022-65652123

**33<sup>rd</sup> ANNUAL GENERAL MEETING**

Friday, 29<sup>th</sup> September, 2017 at 3.30 p.m.

**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

I/We being the member(s) of Avance Technologies Limited holding \_\_\_\_\_ shares, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Email: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him/her;

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Email: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Friday, 29<sup>th</sup> September at 3.30 p.m. at Kshatriya Dnyati sabhagruh, Raja Ram Mohan Roy Road, Opp. Portuguese Church, Girgaum, Mumbai 400004, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on No.	Resolution	Optional*	
		For	Against
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the Financial Statements as at 31 <sup>st</sup> March, 2017 and the Report of the Directors and Auditors thereon.		
2.	To appoint a Director in place of <b>Mr. Vasant Bhoir</b> (DIN: 07596882) who retires by rotation and is eligible for re-appointment.		
3.	Appointment of Statutory Auditor of M/s Chirag C. Mehta & Co., Chartered Accountants (firm registration no. 132696W)		

Special Business:			
4.	Appointment of Mr. Akshay Nawale as a Non-Executive Independent Director of the Company:		
5.	Appointment of Mr. Sanjay Tak as a Non-Executive Director of the Company:		

\* It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Note:** Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Member's Signature \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Signature of Proxy holder (2<sup>nd</sup>) \_\_\_\_\_

Affix Re 1 Revenue Stamp
--------------------------------

**NOTE:**

*This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

**AVANCE TECHNOLOGIES LIMITED**

(CIN NO: L51900MH1985PLC035210)

**Registered Office:** Unit no. 7, Aidvn Building, 5<sup>th</sup> Floor, Near Metro, New Marine Lines,  
Mumbai- 400002.

Email: [info@avance.in](mailto:info@avance.in) [avancetechnologiesltd@gmail.com](mailto:avancetechnologiesltd@gmail.com); Website: [www.avance.in](http://www.avance.in);  
Tel. No.: 022-65652123

**33<sup>rd</sup> ANNUAL GENERAL MEETING**

Friday, 29<sup>th</sup> September, 2017 at 3.30 p.m.

**ATTENDANCE SLIP**

I/ We hereby record my/ our presence at the Annual General Meeting of the Company to be held on Friday,  
29<sup>th</sup> September at 3.30 p.m. at Kshatriya Dnyati sabhagruh, Raja Ram Mohan Roy Road, Opp. Portuguese  
Church, Girgaum, Mumbai 400004,

DP ID No.*	L.F. No.
Client I.D. No.*	No. Of Shares Held
Name:	
Address:	
If Shareholder(s), Please Sign Here:	If Proxy, Please sign here:

## Route Map for Annual General Meeting

Date : 29<sup>th</sup> September, 2017  
Day : Friday  
Time : 3.30 PM  
Address : Kshatriya Dnyati Sabhagruh,  
Raja Ram Mohan Roy Road,  
Opp. Portuguese Church, Girgaum, Mumbai 400004

