

**Avance
Technologies
Limited
Annual Report 2015-2016**

Letter to Shareholders

Dear Shareholders,

We are in the middle of extreme economic volatility. Be it Chinese turbulence, Crude oil price crash, terrorist attacks, Brexit or Rexit (Raghuram Rajan's exit), each such event adds to the uncertainty to the overall business confidence. Such situations make it very difficult to plan a long term strategy and also to stick to the existing strategy. Amidst this uncertainty and chaos, India has emerged as a bright spot. India is growing at a healthy rate with a stable government at the centre. Further, the recent passing of the constitutional amendment for Goods and Services Tax (GST) has brought optimism in the India's business circle.

The information technology sector is expected to remain under stress due to the global uncertainty and shrinking IT budgets of the Companies. This shall put a downward pressure on the overall margins of the Company. The financial year 2015-16 was a difficult year for the Company but managed to reduce out operating loss. It is due to the untiring efforts of the management and employees that the company has been able to improve efficiency.

The overall business situation is still challenging but the growing number of smart phones, increasing penetration of internet and falling data tariffs will boost the market for mobile value added service providers. Various initiatives by the Indian Government like Smart Cities and Digital India are very positive for the sector as a whole but it is equally important for us to capitalize and make most of these opportunities. Your company is taking necessary steps towards increasing its digital presence and increases its product offerings. However, the major focus would be towards client acquisition and improving operational efficiency.

Thank You for your continued support.

Yours Sincerely,

Sd/-

Srikrishna Bhamidipati
Managing Director

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Corporate Information

Board of Directors

Mr. Srikrishna Bhamidipati

Mr. Srinivas Rachakonda

Mr. Deepak Manki

Mr. Anand Choudhary

Mr. Bimal Kamdar

Ms. Pooja Srivastava

Chief Financial Officer

Mr. Srinivas Rachakonda

Compliance Officer

Mr. Srikrishna Bhamidipati

Registered Office

D / 603, 6th Floor, Crystal Plaza Premises,

Co-op Society Ltd, Opp. Infinity Mall,

New Link Road, Andheri (W),

Mumbai – 400053

Bankers

Oriental Bank of Commerce

Dhanalaxmi Bank

IndusInd bank

Dena Bank

Kotak Mahindra Bank

Nedungadi Bank

Punjab National Bank

UCO Bank

Union Bank of India

Yes Bank

Committees of Directors

Audit Committee

Mr. Anand Choudhary

Mr. Bimal Kamdar

Mr. Deepak Manki

Stakeholders Relationship Committee

Mr. Anand Choudhary

Mr. Bimal Kamdar

Mr. Deepak Manki

Nomination & Remuneration Committee

Mr. Anand Choudhary

Mr. Bimal Kamdar

Ms. Pooja Srivastava

Risk Management Committee

Mr. Anand Choudhary

Mr. Bimal Kamdar

Mr. Deepak Manki

Auditors

M/s. Tejas Nadkarni & Associates

RTA

Purva Sharegistry (I) Pvt Ltd.

Board Report

To the Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the 32nd year ended 31st March, 2016.

1. Financial Results

(Amount in Rs.)

Particulars	2015-16	2014-15
Net Sales/ Income from Business Operations	1,016,179,791	1,065,515,781
Other Income	1,410,105	10,359,764
Total Income	1,017,589,896	1,075,875,545
Less: Expenditure	1,016,548,181	1,086,780,003
Profit before Depreciation	1,041,715	-10,904,458
Less: Depreciation	-	661,359
Less: Exceptional item	12000000	-
Profit after Depreciation and Exceptional Items	-10,958,285	-11,565,817
Less: Current Income Tax	-	259,084
Less: Previous year adjustment of Income Tax	-	-
Less: Deferred Tax	9,887	-664,654
Net Profit after Tax	-10,968,172	-11,160,247
Amount transfer to General Reserve	-	-
Balance Carried to Balance Sheet	-10,968,172	-11,160,247
Earnings per Share (Basic)	-0.006	-0.006
Earnings per Share (Diluted)	-0.006	-0.006

2. Performance Review

The total income of the Company for the financial year 2015-16 stood at Rs 1,017,589,896 as against last year's of Rs 1,075,875,545. In the previous year the company incurred operating loss of Rs 11,160,247 whereas the operating loss for the financial year 2015-16 stood at Rs 10,968,172.

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

3. Dividend

Your Directors have not recommended dividend for the financial year ended 31st March, 2016 considering the financial performance of the year under review.

4. Capital Structure

The paid up Equity Share Capital as on 31st March, 2016 stood at Rs 1,981,917,430. The Authorized Share Capital of the company stood at Rs 2,000,000,000.

During the year under review, the Company has neither issued any shares or convertible instruments nor has its authorized share capital been increased.

5. Dividend

Your directors after considering the financial performance of the Company for the year 2015-2016 have not recommended any dividend for the year under review.

6. Management's 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.

7. Subsidiaries, Joint Ventures And Associate Companies

The Company does not have any Subsidiary Company, joint ventures or associate companies for the year under review. Disclosure regarding the same forms the part of the report as "Annexure No. 1."

8. Directors Responsibility Statement

As required by Section 134(3)(c) of the Companies Act, 2013, your Board of Directors hereby state: that in the preparation of the annual financial statements for the financial year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- i. that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied them consistently and 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 for the financial year 31st March, 2016 and Statement of Profit & Loss of the Company for the year ended on that date;
- ii. that the Directors have taken proper and sufficient care 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;
- iii. that the annual accounts have been prepared on a going concern basis and;
- iv. that directors has laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- v. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

9. Contracts And Arrangements With Related Parties

During the year, the Company had not entered into any contract / arrangement / transaction with related parties. Hence disclosure under Form AOC-2 pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable. The policy on materiality of related party transaction and dealing with related party transactions approved by the Board may be accessed on the Company's website.

10. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo

Your Company engaged in the business of trading of IT software products. Since this business does not involve any manufacturing activity, most of the Information required to be provided under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are Nil / Not applicable. Disclosure pursuant to section 134(m) of the Companies Act, 2013 is forms part of this report as "Annexure No. 2".

11. 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.

12. Auditors

Statutory Auditor

M/s. Tejas Nadkarni & Associates, Chartered Accountants were appointed as the Statutory Auditors of the Company at the Adjourned AGM held on 4th October, 2014. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditor is subject to ratification by members at every AGM. Accordingly, the ratification of the appointment of Auditor has been taken up as an item in the Notice of the forthcoming AGM for the approval of Members.

Statutory Auditor's Report

The Statutory Audit Report for the financial year 2015-16 as issued by M/s. Tejas Nadkarni & Associates, Statutory Auditor of the Company forms part of the Annual Report. The observation and comments furnished by the auditor in his report read together with notes to Accounts are self explanatory and hence do not call for any further comments.

Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Richa Agarwal, Practising Company Secretary (C.P. No. 12189) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as "Annexure 4".

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.

13. 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 No 5".

14. 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 No. 6" and is attached to this Report.

15. Corporate Governance

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated

under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms an integral part of this report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to this report as "Annexure No 7".

16. 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.

17. Directors And Key Managerial Personnel

Presently board composition of the Company consist six directors, out of which 50% are Executive Directors and remaining 50% are Non-Executive Independent Directors. The Board is headed by Mr. Srikrishna Bhamidipati, Chairman of the Company.

Re-appointments

In accordance with the provisions of the Companies Act, 2013, Mr. Deepak Manki, director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Independent Directors

The current board of the Company consist six directors, out of which three are Non Executive Independent director. Following are the Independent directors of the Company and their date and term of Appointment:

Sr. No	Name of the Director	DIN	Date of Appointment	Term of Appointment
1	Ms. Pooja Srivastava	06966012	27th September, 2014	5 Years
2	Anand Choudhary	02688871	27th September, 2014	5 Years
3	Bimal Kamdar	02828913	27th September, 2014	5 Years

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 both under Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

18. Meetings Of The Board

Six meetings of the Board of Directors were held during the year. For further details, please refer report on Corporate Governance forming part of this Annual Report.

19. Internal Control Systems

Your Company has in place, adequate internal financial controls with reference to financial statements, commensurate with the size, scale and complexity of its operations. The Company also has a team of internal auditors to conduct internal audit. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

20. Vigil Mechanism

In terms of the provisions of Section 177 of the Companies Act, 2013 your Company has formulated a Whistle Blower Policy as a Vigil Mechanism. This mechanism aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All employees of the Company are covered under the policy.

This mechanism is for the employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against victimization of employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

The policy is uploaded on the company's website at www.avance.in .

21. Risk Management Policy

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well structured risk management process. The policy is disclosed on the website at www.avance.in .

22. Performance Evaluation of the Board, its Committees and Directors

The Board of Directors has made a formal annual evaluation of its own performance and that of its committees pursuant to the provisions of the Companies Act, 2013. The evaluation was done based on the evaluation criteria formulated by nomination and remuneration committee which includes criteria such as fulfillment of specific functions prescribed by the regulatory framework, adequacy of board meetings, attendance and effectiveness of the deliberations etc.,

The Board and the nomination and remuneration committee also carried out an evaluation of the performance of the individual directors (excluding the director who was evaluated) based on their attendance, participation in deliberations, understanding the Company's business and that of the industry and in guiding the Company in decisions affecting the business and additionally in case of independent directors based on the roles and responsibilities as specified in Schedule IV of the Companies Act, 2013.

23. Material Changes And Commitments

No material and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and the date of the report.

24. Particulars Of Loans, Guarantees, Securities And Acquisition Under Section 186 Of Companies Act, 2013

Pursuant section 134(3)(g) of the Companies Act, 2013 details of Particulars of Loans, Guarantees, security and acquisition as per section 186 of the Companies Act, 2013 form part of financial statement provided in this report.

25. Deposits

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

26. Significant And Material Orders Passed By The Regulators Or Court

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

27. Acknowledgement

Your Directors gratefully acknowledge the support given by the Customers, Dealers, Distributors, Suppliers, Bankers, various departments of the Central and State Governments, Local Authorities and also the Shareholders of the Company. Your Directors would further like to record their appreciation for the unstinted effort put by all Employees of the Company during the year.

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

Sd/-

Srikrishna Bhamidipati
Chairman and Managing Director
DIN: 02083384

Date: 01/09/2016

Place: Mumbai

ANNEXURE 1

FORM AOC- 1

[Pursuant to first proviso to sub-section (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

The company does not have any subsidiary; therefore PART A of the form is not applicable to the Company.

Notes: the following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: N.A
2. Names of subsidiaries which have been liquidated or sold during the year: N.A

Part "B": Associate/Joint Venture

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

1. Names of associates or joint ventures which are yet to commence operations: N.A
2. Names of associates or joint ventures which have been liquidated or sold during the year.

Name of Associates sold during the year	Date of Sale
Rewant Investments Pvt. Ltd.	30/09/2015

For **Avance Technologies Limited**

Sd/-
Srikrishna Bhamidipati
Chairman & Managing Director
DIN: 02083384

ANNEXURE 2**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo pursuant to provisions 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	2015-16	2014-15
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Outgo	NIL	NIL

For **Avance Technologies Limited**

Sd/-

Srikrishna Bhamidipati
Chairman & Managing Director
DIN: 02083384

ANNEXURE 3

NOMINATION AND REMUNERATION POLICY

Preamble

- A. 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.
- B. 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.
- C. 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 harmonies 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 nonprofit 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.

ANNEXURE 4

Secretarial Audit Report

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To,

The Members,

Avance Technologies Limited

D/603, 6th Floor,
Crystal Plaza Premises Co-op Soc Ltd,
Opp. Infinity Mall, New Link Road,
Andheri (West), Mumbai-400053

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s Avance Technologies Limited** (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, Minutes 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 financial year ended 31st March, 2016, 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 **M/s Avance Technologies Limited** ("the Company") for the financial year ended on 31st March, 2016, according to the provisions of:

- (i) The Companies Act, 2013 (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 and Overseas Direct Investment (not applicable to the Company during the Audit Period);
- (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 ;(Upto 14th May, 2015.)
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the financial year under review;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based

Employee Benefits) Regulations, 2014 notified on 28th October 2014 - Not applicable as the Company has not issued any shares to its Employees during the financial year under review;

- 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;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back I propose to buyback any of its securities during the financial year under review;

(vi) The Company has identified the following laws as specifically applicable to the Company.

- i. The Information Technology Act, 2000
- ii. The Indian Copyright Act, 1957
- iii. The Patents Act, 1970
- iv. The Trade Marks Act, 1999

I have also examined compliance with the applicable clause of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India. (With effects from 1 July, 2015.)
- b) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited. (Upto 30th November, 2015.)
- c) The Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015. (With effects from 1st December, 2015.)
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. (With effects from 15th May, 2015.)

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 is 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 decision is carried through while the dissenting members' views, if any, are 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.

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

Richa Agarwal
Practicing Company Secretary
M. No. A 33091
C. P. No. 12189

Date: - 01/09/2016

Place: -Kolkata

ANNEXURE 5**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 2015-16 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 31st March, 2016 is 11.
- The Median Remuneration of Employees (MRE) was Rs. 23,350/- and Rs. 73416/- in FY 2014-15 and FY 2015-16 respectively. The increase in MRE in FY 2015-16, as compared to FY 2014-15 is 214.41%

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 2015-16, 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 2015-16, 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 2015-16, 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 **Avance Technologies Limited**

Sd/-

Srikrishna Bhamidipati
Managing Director
DIN: 02083384

ANNEXURE 6**Form MGT-9****Extract of Annual Return****As on financial year ended on 31st March, 2016**

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

I. Registration & Other Details:

i	CIN	L51900MH1985PLC035210
ii	Registration Date	30th 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	D-603, 6th Floor, Crystal Plaza Premises Co-op Soc Ltd, Opp Infinity Mall, New Link Road, Andheri (W), Mumbai - 400 053.
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.

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Software & Hardware Resale	51510	100

III. Particulars Of Holding , Subsidiary & Associate Companies

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
N/A					

i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	211193701	2792880	213986581	10.80	211342142	2794880	214137022	10.80	0.00
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	346361872	0	346361872	17.48	327545603	0	327545603	16.53	0.95
c) Others (specify)									
i) N.R.I. (Repat & Non-Repat)	5356016	0	5356016	0.27	7416584	0	7416584	0.37	(0.10)
ii) Trust	5000	0	5000	0.00	5000	0	5000	0.00	0.00
iii) Hindu Undivided Family	24928161	0	24928161	1.26	24024935	0	24024935	1.21	0.05
iv) Clearing Member	5610779	0	5610779	0.28	1881087	0	1881087	0.09	0.19
SUB TOTAL (B)(2):	1961561784	2870380	1964432164	99.12	1961559784	2872380	1964432164	99.12	0.00
Total Public Shareholding (B) = (B)(1) + (B)(2)	1961606784	2870380	1964477164	99.12	1961604784	2872380	1964477164	99.12	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1979047050	2870380	1981917430	100.00	1979045050	2872380	1981917430	100.00	0.00

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	0.20	0.00	3940266	0.20	0.00	0.00
2	Srikrishna Bhamidipati	13500000	0.68	0.00	13500000	0.68	0.00	0.00
	Total	17440266	0.88	0.00	17440266	0.88	0.00	0.00

iii. Change In Promoters' Shareholding

SI. 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 2015 – 2016.			

iv. Shareholding Pattern Of Top Ten Shareholders (Other Than Directors, Promoters & Holders Of GDRs & ADRs)

Sl. No	Particulars	Shareholding at the end of the year		Shareholding at the beginning of the year	
		No. of shares	% of total shares of the company	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	120766660	6.09
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	For Each of the Directors & KMP	Shareholding during the year	
		No. of shares	% of total shares of the company
1	Srikrishna Bhamidipati		
	At the beginning of the year	13500000	0.68
	Increase/Decrease during the year	0.00	0.00
	At the end of the year	13500000	0.68

V. Indebtedness

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

VI. Remuneration Of Directors And Key Managerial Personnel

Your Company does not pay any remuneration to its Directors and Key Managerial Personnel

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)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For **Avance Technologies Limited**

Sd/-
Srikrishna Bhamidipati
Director
DIN: 02083384

Date: 01/09/2016
Place: Mumbai

ANNEXURE 7

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 31st March, 2016, 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: 26/05/2016

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

To,
Board of Directors,
Avance Technologies Limited

- 1) We, **Srikrishna Bhamidipati** and **Srinivas Rachakonda** have reviewed Financial Results for the year ended 31st March, 2016 and that to the best of their knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements 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.
- 2) 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.
- 3) 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.
- 4) 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: 13th May, 2016

Place: Mumbai

Management Discussion and Analysis Report

Overview:

In India, the majority of economic activity takes place in the informal sector. For the first time ever, self-employed individuals are able to use technology to become efficient and competitive. For instance, a self-employed driver can now be part of a taxi network and have access to new customers. Or a small bus operator can use RedBus and have a state-of-the-art seat management system. In fact, now any small business can embrace a game changing business application easily. This is creating unprecedented opportunities for individuals and smaller firms to create value in their business. As this revolution unfolds, it has the potential to make the informal sector the new engine of economic growth.

We believe that the new generation of Indian software products will have a big impact on improving government, labor, and social productivity. It will make governance more data-driven, small businesses exponentially more productive, and communities more connected.

In 2015, global economic activity remained subdued, with world output slowing down further to 3.1%. Emerging markets and developing economies grew 4%, a year-on-year deceleration for the fifth consecutive year. Steep fall in oil prices, continued weakness in commodity prices, a slowdown in China and deep recessions in some large emerging market economies more than offset strong growth in India and some of the ASEAN economies.

As currencies world over get ready to adapt to the changes in the global economy, India's \$150 billion software services export industry, because of a huge market in Europe, is also pulling its stocks up. The need, one may ask, has come because the immediate future is going to be full of uncertainty and disruption, where currency would fluctuate and the tech giants of Indian software industry would be forced for a cut in IT spending.

Nasscom, the IT industry body of India, has said that while the extent of BREXIT impact is yet to be fully measured, one can't rule out the fact that there is going to be a huge change in the global environment. This is also the reason why Indian IT industry needs to gear up to bear a short-term impact ranging to two-three quarters, where they would have to cut their IT spending.

Financial Performances:

The overall performance of the company was satisfactory with the net loss shrinking by 1.72% year on year. Whereas, the total revenue stood at Rs. 101.76 Crores versus Rs. 107.59 crores in the previous year. The Company has focused on operational efficiency and is hopeful of a swift turnaround in the current financial year. The changing economic environment and pickup in demand shall boost the overall operational performance of the company.

Opportunities:

India's unique value proposition as the world's number one outsourcing destination continues to hold good at back of its strong economic value propositions. The country provides access to largest technical talent pool ensuring volume, high quality and faster time to the market. IT-BPM is a major thrust area; for the stable and democratic Government of India.

Apart from this competitive edge the Government of India is spearheading various initiatives (both internal and citizen facing) that would use technology as the foundation to service its citizens – Digital India, National e-Governance Plan (NeGP) 2.0, Smart & Safe Cities, Digital Villages, etc. India has emerged as a digital hub for the world with over 8,000 digital centric firms and 250,000 digitally skilled workforces. Further, the country itself is moving towards a connected, smart economy. It has one of largest population of middle class with 300 million+ having access to mobile internet. Industry landscape comprises over 16,000 firms. India is also maturing to become the Silicon Valley of the developing world with over 4,200 startups - third largest start-up community in the world.

MVAS:

The value added services industry has adapted quickly to the growing evolution and dynamics of the entire telecom industry. Mobile phones have increasingly become omnipresent and an indispensable part of our daily lives- they have revolutionized the way we communicate. A direct impact of the smart phone penetration is the upsurge of value-added services.

Mobile VAS is moving from monopoly of entertainment services to draw in need-based services around education, governance, health and similar areas. This transition creates challenges as well as opportunities. User experience and consumer centricity of services is of critical importance for the sustained growth of MVAS. Therefore, regional content has become the need of the hour. Increase in location based services and localized content will further spur rise at the micro level. Going forward, it will be imperative to provide wholesome services for the end consumer. Some of the important tools would be data analytics and trend setting personalized services based on consumer behavioral patterns.

Digital and Automation:

Digital continues to be great market opportunity for Avance for next several years. Avance is eager to contribute to the digital revolution happening around and gain greater market share. Digital is disrupting businesses and the way business is conducted across every industry. We are right at the epicenter of the “consumer age”, spoilt for choices in the products and services we consume.

From an IT services industry perspective, Digital business is estimated to touch \$225 billion by 2020 with \$ 48 billion predicted for Indian IT services firms. But the excitement stems from the optimistic view that 90% of all incremental spend in the next 5 years on IT will be on Digital.

Threats, Risks and Concerns:

Macroeconomic environment:

The overall business environment continues to be prone to volatility. Recently China's economic turbulence had a ripple effect on overall global economy. The economic outlook for Europe continues to look grim with countries like Greece, Spain and Italy having stretched finances. Such volatility in macro-economic environment can affect the business sentiments.

Competition Risk:

Pricing pressure continues in our traditional areas of business where we may face margin pressure. Capability risk may arise in case we lag behind in new age solutioning like digital, automation and Internet of Things (IoT). Client loss to competitor may impact business.

Cyber Security Risk:

Cyber Risk has emerged as a top risk across industries as organizations are moving to newer areas of engagement such as social, mobile computing, cloud computing, etc. Cyber risk is now firmly at the top of the international agenda as high-profile breaches raise fears that hacking attacks and other security failures could endanger the global economy.

Outlook:

India's IT sector has leveraged the abundant availability of an English-speaking workforce to emerge as a global services outsourcing hub. From 2008 until 2015, the Indian talent pool grew at a CAGR of about 9.4%; this growing pool possesses the potential to drive sectoral R&D and innovation. India is the world's largest IT services outsourcing destination, accounting for approximately 67 % of the US\$ 124-130 billion market. The industry employs about 10 million people. The industry has led the country's economic transformation and altered national perception in the global economy.

The Indian IT and ITES sector is divided into the following major markets: IT services, Business Process Management (BPM), Software products and engineering services and Hardware.

This market is expected to treble its current annual revenues to US\$ 350 billion by FY 2025, as per National Association of Software and Services Companies (NASSCOM). India's core strengths have attracted significant investments from a number of large countries, making India a leading global off-shoring destination.

We have managed to reduce the loss in the current financial year and every effort shall be made to return to profitability. We will continue to focus on delivering superior financial performance and opening new avenues for doing business.

Internal Control Systems and their adequacy:

The company strictly adheres to the internal control systems proven to be effective over the years. The internal audit team carries out extensive audit on 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 organization. The internal control systems would ensure that any vulnerability in the achievement of company's objectives caused by risk factors whether internal or external, existing or emerging, is detected and reported in a timely manner and is meted out with appropriate corrective action. Strong internal controls minimize the risk of frauds by introducing effective checks and balances into the financial system.

Developments in Human Resources:

There are eleven permanent employees on the rolls of the Company and it is a well recognized fact that Human Resources are the most valuable assets, deployed and valued by an organization. Your company believes that people are the primary drivers in the success of an organization and hence people and HRD remain at the forefront of its mission. In this pursuit, the Company is providing timely and cost effective recruitment system for attracting the cream of talented professionals, ensuring a clear compensation and benefit policy in tune with the latest IT market trends. Our endeavors are driven by a strong set of values imbibed in us and policies that we abide by.

Cautionary Statement:

Statement made in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied.

Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

Corporate Governance Report

“The Real mechanism for corporate governance is the active involvement of the owners.”

- Louis Gerstner

1. A Brief Statement On Company’s Philosophy On Code Of Governance

Your Company is committed to the highest standards of Corporate Governance in all its activities and processes and is directed towards enhancement of long-term value, keeping in view the interests of stakeholders, viz Shareholders, Clients, Employees, Suppliers, Society and Regulatory Bodies. The Company strongly believes that the spirit of Corporate Governance fetches beyond the statutory acquiescence. The Company endeavors to meet the growing aspirations of the stakeholders and is committed to maintaining highest standards of transparency, fairness, accountability and equity in its operations. The principles of the governance are articulated in the Company's Code of Conduct and in its vision statement. The Company's Code of Business Conduct is an inclusive set of values fostering ethics and transparency reinforcing the integrity of the management, redress against frauds, and fairness in dealing with the Company's stakeholders.

The Board recognizes that the governance expectations are constantly evolving and is committed to keep its standards of transparency and dissemination of information under review. The following is a report on the status and progress on major aspects of Corporate Governance for the year ended 31st March, 2016.

2. Board Of Directors

The basic responsibility of the Board is to provide effective governance over the Company's affairs. The Company's business is conducted by its employees under the overall supervision of the Managing Director, who is assisted by a council of Senior Managerial Personnel in different functions.

a) Composition of the Board

As on 31st March, 2016, the Board comprises of 6 directors of which 3 are executive directors and 3 are non-executive independent director including a woman director.

Mr. Srikrishna Bhamidipati, Managing Director is the Chairman, Compliance Officer as well as Promoter of the Company.

The Composition of the Board of Directors as on 31st March, 2016 is given below:

Name of Director	Category of Director	DIN	Date of Appointment
Mr. Srikrishna Bhamidipati	Chairman & Managing Director	02083384	01/10/2014
Mr. Srinivas Rachakonda	Executive Director & C.F.O.	02402002	27/09/2014
Mr. Deepak Manki	Executive Director	06966008	27/09/2014
Mr. Bimal Kamdar	Independent Director	02828913	13/02/2010
Mr. Anand Choudhary	Independent Director	02688871	30/09/2008
Ms. Pooja Srivastava	Independent Director	06966012	27/09/2014

b) Board Procedure:

Meetings of the Board:

The Board meets at regular intervals with an annual calendar and formal schedule of matters specifically reserved for its consideration to ensure that the matters in relation to Strategy, Operations, Governance, Finance and Compliances are reviewed. The annual calendar of meetings is communicated to the directors in advance to ensure maximum participation. The Board is regularly apprised on the performances of the Company at the meetings and is provided with necessary information and presentations on the matters concerning the business, compliances and quarterly financials to ensure effective discharge of its responsibility. The Directors of the Company, through their participation in board meetings provide inputs to management from their relevant fields of knowledge and expertise.

The important decisions taken at the meetings are promptly communicated to the respective functionaries for their action. Further, the action items, arising out of the decisions of the Board are followed up and reviewed at the Board Meeting.

Orientation for Directors:

The Company believes that it is pertinent for the Board members to know what is expected from them and equip them with necessary skills and knowledge which will enable the Board to take informed decisions. Thoughtful and thorough orientation is the key for directors to realize their full potential to contribute to the collective mind set of the Board and avoids wastage of opportunities. A director orientation program is a process which begins when a person is appointed as a Director. Upon appointment, a director is provided with a joining kit containing the Charters of the Board and Committees, Profiles of his/her colleagues on the Board and Senior Management, Board Calendar, etc. In addition to this, in-depth details of the Company is presented on one on one basis to the new director, covering organization history and current set up, business offerings, budgets, board culture and process, duties, responsibilities and liabilities, to name a few. The Chairman, at the Board meeting, outlines the expectations of the Board from the Directors.

Board Meetings held during the year, attendance of directors and particulars of the Directorships, Committee Membership/ Chairmanship:

During the financial year 2015-16, six meetings of the Board were held on 28th May, 2015, 11th August, 2015, 4th September, 2015, 5th November, 2015, 23rd December, 2015 and 12th February, 2016.

Name Of Directors	Attendance At Previous AGM	Attendance At Board Meeting		Directorship In Other Companies	Membership Of Committees Of Other Companies	Chairman Of Committees Of Other Companies
		Held	Attended			
Mr. Bimal Kamdar	Yes	6	6	0	0	0
Mr. Anand Choudhary	Yes	6	6	0	0	0
Ms. Pooja Srivastava	Yes	6	6	0	0	0
Mr. Srikrishna Bhamidipati	Yes	6	6	1	0	2
Mr. Srinivas Rachakonda	Yes	6	6	0	0	0
Mr. Deepak Manki	Yes	6	6	0	0	0

Excluding Private Limited Company, Foreign Company, Section 8 Company and Alternate Directorships

includes only Audit Committee and Stakeholder's Relationship Committee

The number of directorships, Committee Memberships/Chairmanships of all the Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI LODR.

c) Independent Directors Meeting:

The Independent Directors of the Company meet from time to time without the presence of the management to discuss the Company's operations and Performance.

The Independent Director Policy is uploaded on the website of the Company www.avance.in in the Policy Section.

During the year, the Independent Directors have inter-alia, considered the following:

- To review the performance of non-independent directors and the Board as a whole;
- To review the performance of the Chairperson of the Company, taking into account the views of executive directors and non executive directors;

- To assess flow of information between the Company management and the Board.

d) Familiarization Programme:

The details of Familiarization Programme for Independent Directors are uploaded on the website of the Company www.avance.in in the Policy Section.

e) Relationship between Directors:

None of the Directors of the Company are related to each other in any manner.

f) Shares/Convertible Instruments held by Non-Executive Director

None of the Non Executive Director holds securities of the Company.

3. Committees

a. Audit Committee

The Audit Committee is responsible for over view of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment and removal of the statutory and internal auditors, fixation of audit fees, the approval for payment for any other services and reviewing with the management the annual financial statements before submission to the Board. The Committee also meets the management teams and reviews the operations, new initiatives and performance of the business units.

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:
 - a. 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;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
- v. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

- vii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. scrutiny of inter-corporate loans and investments;
- x. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi. evaluation of internal financial controls and risk management systems;
- xii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. 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;
- xiv. discussion with internal auditors of any significant findings and follow up there on;
- xv. 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;
- xvi. 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;
- xvii. 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;
- xviii. to review the functioning of the whistle blower mechanism;
- xix. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The Audit Committee is comprised of the following Directors:

- Mr. Anand Choudhary - Chairman
- Mr. Bimal Kamdar - Member
- Mr. Deepak Manki - Member

During the year ended 31 March 2016, four meetings of the Audit Committee were held on 13th May, 2015, 3rd August, 2015, 28th October, 2015 and 12th February, 2016.

The attendance of the meetings held during the year ended 31st March, 2015 is given below:

MEMBER	No. of Meetings held during tenure	No. of Meetings attended
Mr. Anand Choudhary	4	4
Mr. Bimal Kamdar	4	4
Mr. Deepak Manki	4	4

b. Nomination And Remuneration Committee

Whilst the remuneration policy of the Directors is aligned towards rewarding participation in meetings and is in consonance with Industry benchmarks and provisions of the law. The objective of the Policy is to attract and retain excellent talent while delivering optimal value to the business. The executive remuneration policy is aligned with an objective to recognize the need to be competitive in the National and International market by ensuring fair and reasonable rewards for high levels of performance.

The Remuneration Policy is uploaded on the website of the Company www.avance.in in the Policy Section. The key points of the remuneration policy for the directors and executives are given below:

- i. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- ii. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- iii. devising a policy on diversity of board of directors;
- iv. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- v. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Nomination and Remuneration Committee consists of the following Directors:

- Mr. Anand Choudhary – Chairman
- Mr. Bimal Kamdar – Member
- Ms. Pooja Srivastava – Member

During the year the nomination and remuneration committee met once on 20th August, 2015. The attendance of the meetings held during the year ended 31st March, 2016 is given below:

Member	No. Of Meetings Held During Tenure	No. Of Meetings Attended
Mr. Anand Choudhary	1	1
Mr. Bimal Kamdar	1	1
Ms. Pooja Srivastava	1	1

c. Remuneration to Directors

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

d. Stakeholders Relationship Committee

The Company attaches importance to the Investor Relations and is committed on redressal of grievances on a timely manner. The Board of Directors of the Company has constituted a Stakeholders Relationship Committee for this purpose.

The functions of Stakeholders' Relationship Committee are as follows:

- To look into the shareholders complaints, if any and to redress the same expeditiously;
- To approve the request for issue of duplicate share certificates and issue of certificates after split/consolidation.

- To address the various issues relating to the investors, including non-receipt of Annual Reports, Change of addresses, transfers of shares, dematerialization and other related aspects.

The Stakeholders' Relationship Committee consists of the following:

- Mr. Anand Choudhary – Member
- Mr. Bimal Kamdar – Member
- Mr. Deepak Manki – Member

Mr. Anand Choudhary Is the Non Executive Chairman of the Committee.

Compliance Officer of the Company: **Mr. Srikrishna Bhamidipati**

During the year ended 31 March 2016, four meetings of the Stakeholders Relationship Committee were held on 13th May, 2015, 3rd August, 2015, 28th October, 2015 and 12th February, 2016.

MEMBER	No. of Meetings held during tenure	No. of Meetings attended
Mr. Anand Choudhary	4	4
Mr. Bimal Kamdar	4	4
Mr. Deepak Manki	4	4

Investor Complaint Status for the year 2015-2016:

SI. No	Particulars	No.
1	No. of Complaints received so far	3
2	No. of Complaints resolved so far	3
3	No. of Pending Complaints	Nil
4	No. of Complaints not solved to the satisfaction of shareholders	Nil

e. Risk Management Committee

The objective of Risk Management Committee is to create and protect shareholder value by minimizing threats or losses, and identifying and maximizing opportunities. An enterprise-wide risk management framework is applied so that effective management of risks is an integral part of every employee's job.

Strategic Objectives:

- Providing a framework that enables future activities to take place in a consistent and controlled manner.
- Improving decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility and opportunities/ threats.
- Contributing towards more efficient use/ allocation of the resources within the organization.
- Protecting and enhancing assets and company image.
- Reducing volatility in various areas of the business.
- Developing and supporting people and knowledge base of the organization.
- Optimizing operational efficiency.

The Risk Management Policy is uploaded on the website of the Company www.avance.in in the Policy Section.

The Risk Management Committee consists of the following:

- Mr. Anand Choudhary – Chairman
- Mr. Bimal Kamdar – Member
- Mr. Deepak Manki – Member

During the year the risk management committee met once on 13th February, 2016. The attendance of the meetings held during the year ended 31 March, 2016 is given as follows:

MEMBER	No. of Meetings held during tenure	No. of Meetings attended
Mr. Anand Choudhary	1	1
Mr. Bimal Kamdar	1	1
Mr. Deepak Manki	1	1

4. Performance Evaluation

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.

5. General Body Meetings

Annual General Meetings (AGM)

The details of the last 3 Annual General Meetings held:

DATE	VENUE	TIME
28th September, 2015	D/603, 6th Floor, Crystal Plaza Premises, Cooperative society Limited, opp. Infinity Mall , New Link Road, Andheri (West), Mumbai-400053	9.30am
4th October, 2014 (Adjourned Annual General Meeting)	D/604, 6th Floor, Crystal Plaza Premises, Cooperative society Limited, opp. Infinity Mall , New Link Road, Andheri (West), Mumbai-400053	11 am
27th September, 2014	D/604, 6th Floor, Crystal Plaza Premises, Cooperative society Limited, opp. Infinity Mall , New Link Road, Andheri (West), Mumbai-400053	11 am
30th September, 2013	D/604, 6th Floor, Crystal Plaza Premises, Cooperative society Limited, opp. Infinity Mall , New Link Road, Andheri (West), Mumbai-400053	9 am

Details of Special resolutions passed in last three Annual General Meetings:

AGM dated 28th September, 2015

- Adoption of New Articles of Association.
- Payment of Remuneration to Mr. Srikrishna Bhamidipati.

Adjourned AGM dated 4th October, 2014

- No special resolution was passed in the meeting.

AGM dated 30th September, 2013

- No special resolution was passed in the meeting.

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.

6. General Shareholder Information

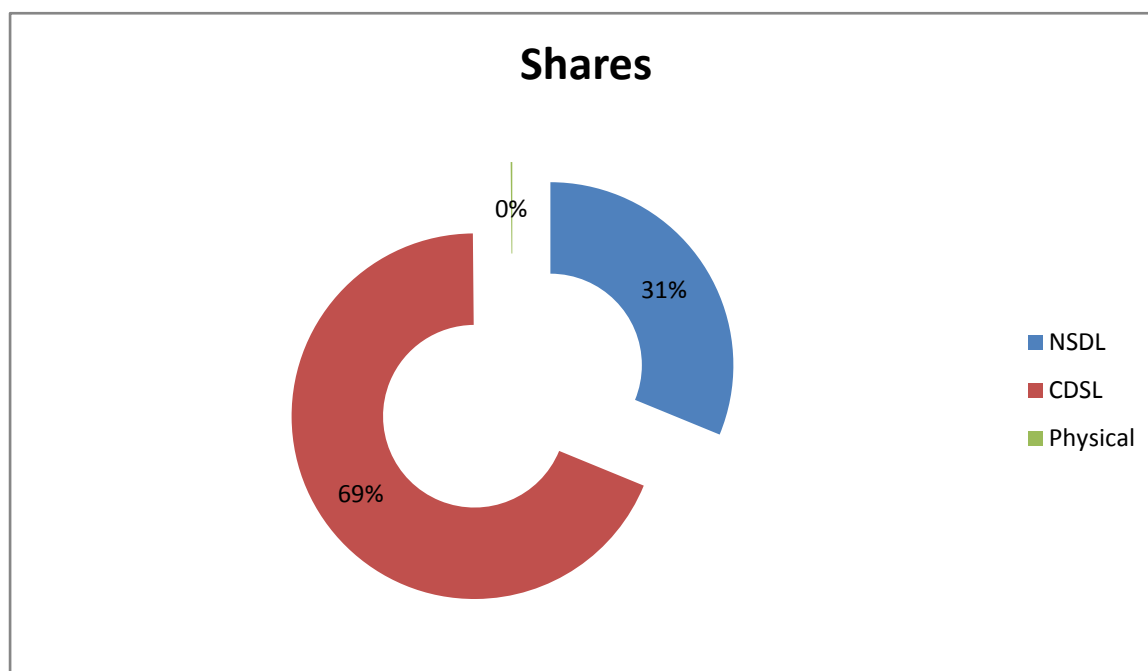
The following information would be useful to the Shareholders:

- **Annual General Meeting Date** : 30th September, 2016;
- **Annual General Meeting Time**: 9.30 am;
- **Venue of Annual General Meeting**: D/603, 6th Floor, Crystal Plaza Premises, Co operative society Limited, opp. Infinity Mall, New Link Road, Andheri (West), Mumbai-400053;
- **Financial Year**: 1st April, 2016 to 31st March, 2017
- **Financial Calendar**:

Adoption of Quarterly Financial Results for the Quarter Ended	Tentative Dates of the Meeting of the Board
June 2016 Quarter	12th August, 2016
September 2016 Quarter	On or Before 14th November, 2016
December 2016 Quarter	On or Before 14th February, 2017
March 2017 Quarter	On or Before 30th May, 2017

- **Book Closure Date**: 24th September, 2016 to 30th September, 2016 (both days inclusive).
- **Listing on Stock Exchange at** : Bombay Stock Exchange Limited (**BSE**)
- **Scrip Code**: 512149; **Scrip Id**: AVANCE
- **Depositories**: National Securities Depository Limited
Central Depository Services Limited
- The **Listing Fees** for the financial year 2016-17 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 INE758A0109.
- **Table and graph showing details of dematerialization of shares and liquidity**

Description	Shares	% to Equity
Physical	2870380	0.15
NSDL	618253061	31.19
CDSL	1360793989	68.66
Total	1981917430	100.00



➤ **Registrar and Share Transfer Agent:**

Purva Shareregistry India Pvt. Ltd.
Unit No. 9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg.
Opp. Kasturbha Hospital
Lower Parel, Mumbai – 400011

➤ **Correspondence Address:**

D 603, 6th Floor, Crystal Plaza Premises Co operative society Limited, opp. Infinity Mall, New Link Road, Andheri (West), Mumbai-400053. Telephone: 022-65652123 Email – info@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.

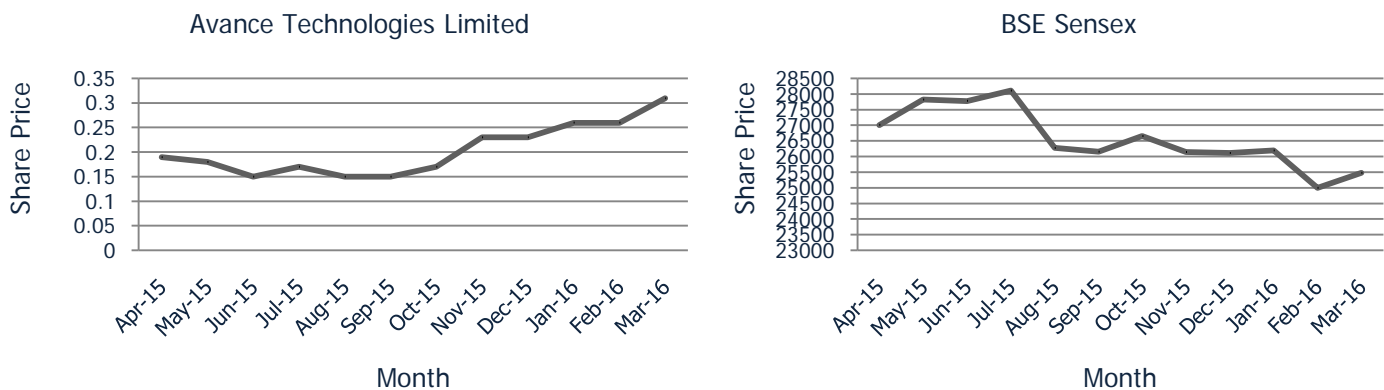
➤ **Stock Market Data**

Monthly closing, high and low of market prices of the Company's equity shares traded at the Bombay Stock Exchange Limited during the financial year 2015-16:

Month	High	Low	Close
April, 2015	0.26	0.18	0.19
May, 2015	0.20	0.15	0.18
June, 2015	0.18	0.12	0.15
July, 2015	0.23	0.15	0.17
August, 2015	0.21	0.14	0.15
September, 2015	0.16	0.13	0.15
October, 2015	0.23	0.14	0.17
November, 2015	0.24	0.16	0.23
December, 2015	0.24	0.23	0.23

January,2016	0.26	0.23	0.26
February,2016	0.27	0.26	0.26
March,2016	0.32	0.26	0.31

Performance Comparison between the Company and BSE Sensex:



➤ Distribution of Shareholding

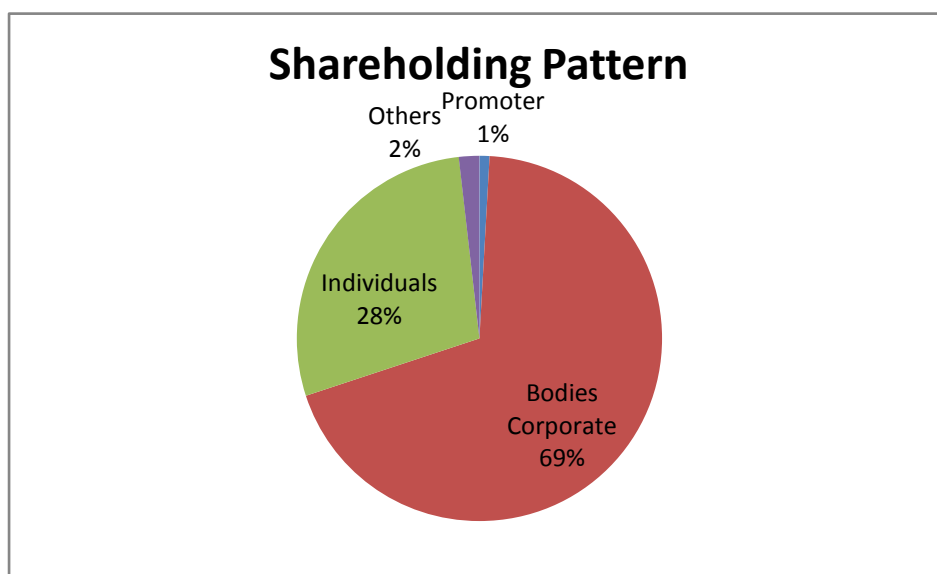
Class-wise distribution of Equity Shares as on 31st March, 2016

No. of Shares	No. of Shareholders	Shareholding %	No of Shares Held	Shareholding %
Upto 5000	9630	53.63	20181269	1.01
5001 – 10000	2440	13.59	21594939	1.09
10001 – 20000	1621	9.03	25916884	1.31
20001 – 30000	1022	5.69	26701986	1.35
30001 – 40000	424	2.36	15470007	0.78
40001 – 50000	631	3.51	30776575	1.55
50001 - 100000	1110	6.18	90317244	4.56
100001 and above	1078	6.00	1750958526	88.35
Total	17956	100.00	1981917430	100.00

➤ Shareholding Pattern as on 31st March, 2016

Category of Shareholder	No. of Shareholders	No. of Shares	% of Shareholding
(A) Shareholding of Promoter Group			
(1) Indian			
Individual/Hindu Undivided Family	1	3940266	0.20
Directors	1	13500000	0.68
(2) Foreign		-	-
Sub Total (A)	2	17440266	0.88
(B) Public Shareholding		-	-
(1) Institutions			
Financial Institution/ Banks	1	45000	0.00
(2) Non-Institutions			
Bodies Corporate	256	1368183755	69.03
Individuals:			
Individual shareholders holding nominal share capital up to Rs.100,000/-	16052	213986581	10.80
Individual shareholders holding nominal share capital in excess of	932	346361872	17.48

Rs.100,000/-			
Non Resident Indians	74	5356016	0.27
Trust	1	5000	0.00
Hindu Undivided Family	608	24928161	1.26
Clearing Members	30	5610779	0.28
Sub Total (B)	17954	1964477164	99.12
Total (A) + (B)	17956	1981917430	100
(C) Shares held by Custodians and against which DRs have been issued			
(1)Promoter and Promoter Group	-	-	-
(2)Public	-	-	-
Sub Total(C)	-	-	-
Total (A) + (B) + (C)	17956	1981917430	100



➤ **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 Aplamahanagar (Marathi) - Mumbai edition .The results are also displayed on the Company's website at "www.avance.in."

➤ **Outstanding GDRs/ADRs/Warrants or any convertible securities**

As of date the Company has not issued these types of securities.

➤ **Reconciliation of Share Capital and Audit Report**

A qualified Practicing Company Secretary carries out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited and the total issued and listed equity share capital. The audit confirms that the issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

7. Other Disclosures

• **Disclosures on related party transactions**

During the year, the Company had no materially significant related party transactions which were considered to have potential conflict with the interests of the Company at large.

- **Details of non- compliance by the company, penalties, strictures imposed on the listed entity by stock exchange(s)/board/any other authority ,on matter related to capital markets ,during the last three years**

None

- **Vigil Mechanism**

The Company has devised an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to communicate their concerns about illegal or unethical practices freely. The Company has also established a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and placed on the website of the Company www.avance.in and no personnel has been denied access to the audit committee.

- **Details of compliance with mandatory requirements**

The Company has complied with all mandatory requirements as provided in SEBI (Listing Obligation and Disclosure Requirements), 2015 entered with the stock exchange where the Company's shares are listed.

- **Policy on dealing with related party transaction**

Policy on dealing with related party transaction has been disclosed on the Company's website www.avance.in

The Company has no subsidiary and hence there is no need to frame any policy for determining "material" subsidiary.

- The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable.

- **Code of Conduct**

The Board has laid down a Code of Conduct for all Directors and senior management staff of the Company. The code suitably incorporates for the independent directors their duties as independent directors as laid down in Schedule IV of the Companies Act, 2013. The code of conduct is available on the website: www.avance.in . All Directors have affirmed their compliance with the code of conduct.

- **Declaration of Code of Conduct**

As required by Para D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby confirmed and declared that all the members of the Board and senior management have affirmed compliance with the Code of Conduct of the Company for the period ended 31st March, 2016

8. Discretionary Requirements

A. The Chairman of the Board is an Executive Director.

B. Shareholder's Rights

As the Company's quarterly financial results are published in English newspaper and in a Marathi newspaper (circulated in Mumbai) and also posted on the website of the company www.avance.in , the same are not sent to the households of the shareholders of the Company.

C. Modified opinion(s) in audit report:

There are no modified opinions contained in the Audit Report.

D. Separate posts of Chairman And Managing Director:

The posts of Chairman and Managing Director are not separate.

E. The Company doesn't have any unclaimed suspense account or demat suspense account.

F. Reporting of Internal Auditor:

The Internal Auditors of the Company report directly to the Audit Committee.

G. Website : <http://www.avance.in>

The following policies are available to all the stakeholders at the website of the Company -

- Whistle Blower Policy
- Policy on Related Party Transactions
- Code of Conduct for Insider Trading
- Code of Conduct for Board of Directors and Senior Mgmt.
- Familiarization Programme
- Human Resource Policy
- Independent Dr. Policy
- Nomination and Remuneration Policy
- Policy on sexual harassment
- Risk Mgmt. Policy
- Determination on materiality policy
- Preservation of documents policy

For **Avance Technologies Limited**

Sd/-
Srikrishna Bhamidipati
Managing Director
DIN: 02083384

Date: 01/09/2016

Place: Mumbai

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 31st March, 2016, 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 31st March, 2016, 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 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund 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: 26/05/2016

“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 (i) the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (ii) As explained to us, all the assets have not 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.
 - (iii) 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 31st March, 2016 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:
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 of Signature: Mumbai

Date: 26/05/2016

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 31st March, 2016.

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 31st March, 2016 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 Control

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 judgment, 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 31st March, 2016, 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 of Signature: Mumbai

Date: 26/05/2016

Balance Sheet As On 31st March, 2016

Particulars	Note No.		As On 31.03.2016		As On 31.03.2015
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	1,882,301,189	3,864,218,619	1,893,269,361	3,875,186,791
(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	574,668,309		721,450,561	
(C) Other Current Liabilities		-		-	
(D) Short-Term Provisions	4	1,695,850	576,364,159	1,690,050	723,140,611
Total Equity & Liabilities			4,440,582,778		4,598,327,402
II. Assets					
(1) Non-Current Assets					
(A) Fixed Assets					
(I) Tangible Assets	5	-		533,028	
(B) Non-Current Investments	6	2,231,489,577		1,967,925,577	
(C) Deferred Tax Assets		70,770		80,657	
(D) Long Term Loans And Advances	7	1,904,100,519		2,308,416,674	
(E) Other Non-Current Assets		-	4,135,660,866	-	4,276,955,936
(2) Current Assets					
(A) Current Investments	8	7,664,060		2,953,186	
(B) Inventories	9	197,763,252		193,074,222	
(C) Trade Receivables	10	95,635,376		119,123,634	
(D) Cash And Cash Equivalent	11	1,133,632		3,501,930	
(E) Other Current Assets	12	2,725,590	304,921,910	2,718,493	321,371,465
Total Assets			4,440,582,778		4,598,327,402

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

Tejas Nadkarni

(Proprietor)
Membership No. 122993
Date: 26.05.2016
Place: Mumbai

For and behalf of the Board of Directors

Sd/-
(Director)

Sd/-
(Director)

Statement of Profit And Loss for the Year Ended 31st March, 2016

Particulars	Note No	As on 31.03.2016	As on 31.03.2015
Revenue from Operations			
I. Revenue from Sales	13	1,016,179,791	1,065,515,781
II. Other Revenue Income	14	1,410,105	10,359,764
Total Revenue from Operations		1,017,589,896	1,075,875,545
III. Expenses:			
Cost of materials			
Purchase of Stock-in-Trade	15	1,018,321,673	1,071,865,511
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	16	(4,689,030)	(11,205,695)
Employee Benefit Expense	17	1,012,686	766,638
Financial costs	18	38,891	36,717
Depreciation and Amortization Expense	19	-	661,359
Other expenses	20	1,863,961	25,316,832
Total Expenses		1,016,548,181	1,087,441,362
IV. Profit before exceptional and extraordinary items and tax		1,041,715	(11,565,817)
Less/Add: Exceptional Item		(12,000,000)	
V. Profit before tax		(10,958,285)	(11,565,817)
VI. Tax expense:			
Current Tax		-	259,084
Deferred tax	21	9,887	(664,654)
VII. Profit/(Loss) for the period		(10,968,172)	(11,160,247)
VIII. Earning per equity share:			
(1) Basic		(0.006)	(0.006)
(2) Diluted		(0.006)	(0.006)

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

Tejas Nadkarni
(Proprietor)
Membership No. 122993
Date: 26.05.2016
Place: Mumbai

For and behalf of the Board of Directors

Sd/-
(Director)

Sd/-
(Director)

Cash Flow Statement for the Year Ended 31st March, 2016

Particulars	31st March 2016 (Rs)	31st March 2015 (Rs)
Cash Flow From Operating Activities		
Net Profit Before Tax And Extraordinary Items	1,041,715	(11,565,817)
Adjustments for :		
Deferred revenue expenses		
Depreciation	-	661,359
Less : Amount included of other head		
Interest Received	-	(2,937,685)
Dividend from Company	(1,371,575)	(225,000)
Short Term Profit on Quoted Shares	(38,516)	(7,197,079)
Loss on Purchase of Property	-	15,000,000
Loss on Un-Quoted Shares	-	5,025,000
Balance W/Off	533,028	-
Shares Sale/Purchase Expenses	-	55,412
Operating Profit before working capital changes	A	(1,183,810)
Adjustments for :		
Change in Loans & Advances	404,316,155	219,766,337
Current Liabilities		
Short-term borrowings		-
Trade payables	(146,782,252)	(188,395,808)
Other current liabilities	-	(325,000)
Short-term provisions	5,800	(27,514)
Sundry Debtors	23,488,258	138,695,684
Inventories	(4,689,030)	(11,205,695)
Other Current Assets	(7,097)	(588,923)
Change in Working Capital	B	276,331,833
Cash Flow From Operating Activities	C=(A+B)	156,735,272
Cash Flow From Investing Activities		
Sales / (Purchase) of Investment	(268,274,874)	(176,813,174)
Interest Received	-	2,937,685
Dividend from Company	1,371,575	225,000
Short Term Profit on Quoted Shares	38,516	7,197,079
Loss on Purchase of Property	(12,000,000)	(15,000,000)
Loss on Un-Quoted Shares	-	(5,025,000)
Shares Sale/Purchase Expenses	-	(55,412)
Net Cash From Investing Activities	D	(186,533,822)
Cash Flow From Financing Activities		
Net Cash From Financing Activities	E	-
Net Increase In Cash & Cash Equivalent	C + D + E	(29,798,550)
Opening Cash & Cash Equivalent	3,501,930	33,300,480
Closing Cash & Cash Equivalent	1,133,632	3,501,930

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

Tejas Nadkarni
(Proprietor)
Membership No. 122993
Date: 26.05.2016
Place: Mumbai

For and behalf of the Board of Directors

Sd/-
(Director)

Sd/-
(Director)

Note: 1 SHARE CAPITAL

Sr. No.	Particulars	31st March, 2016 (Rs.)	31st March 2015 (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)		
		2,000,000,000	2,000,000,000

Sr. No.	Particulars	31st March, 2016 (Rs.)	31st March 2015 (Rs)
1.	Issued, Subscribed And Paid Up		
	1981917430 equity shares of Re. 1/- each fully paid up	1,981,917,430	1,981,917,430
	Add: Addition during the Year	-	-
	Total issued, subscribed and fully paid up shares capital	1,981,917,430	1,981,917,430

DISCLOSURES

1. Reconciliation of shares outstanding

i. Equity shares

Particulars	31st March, 2016	31st March 2015
At the beginning of the period	1,981,917,430	1,981,917,430
Add: Addition during the Year	-	-
Outstanding at the end of the period	1,981,917,430	1,981,917,430

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

Name of the shareholders	As at 31-03-2016		As at 31-03-2015	
	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	120,766,660	6.09	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	31st March, 2016 (Rs.)	31st March 2015 (Rs)
A.	Security premium account		
	Balance at beginning of the year	1,670,764,965	1,000,000,000
	Less: Capitalization for issue of Bonus Shares	-	-
	Add: During the year		670,764,965
	Balance at the end of the year	1,670,764,965	1,670,764,965
B.	Forfeiture Reserve		
	Balance as per the last financial statements	279,040,000	279,040,000

	Add: Forfeiture During the year	-	-
	Closing Balance	279,040,000	279,040,000
C.	Surplus-Balance in statement of Profit and Loss		
	Balance at beginning of the year	(56,535,604)	(45,375,357)
	Less: Current year loss	(10,968,172)	(11,160,247)
	Balance at the end of the year	(67,503,776)	(56,535,604)
	Total Reserves and Surplus (A+B+C)	1,882,301,189	1,893,269,361

Note: 3 TRADE PAYABLE

Sr. No.	Particulars	31st March, 2016 (Rs.)	31st March 2015 (Rs)
1	Trade Creditors	574,668,309	721,450,561
	Total	574,668,309	721,450,561

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 2014 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	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Statutory Provisions	1,695,850	1,690,050
	Total	1,695,850	1,690,050

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

Note 5: Tangible Fixed Assets

Name of Asset	Depre . Rate	Gross Block				Depreciation				Net Block	
		As at 01.04.15	Addition	Deletion	As at 31.03.16	As at 01.04.15	For the Year	Deletion	As at 31.03.16	As at 31.03.16	As at 31.03.15
1.1 Kodak Camera	6.33%	505,378	-	-	505,378	-	-	505,378	505,378	-	505,378
1.2 Lamination Machine	9.50%	27,650	-	-	27,650	-	-	27,650	27,650	-	27,650
Current Year		533,028	-	-	533,028	-	-	533,028	533,028	-	533,028
Previous Year		34,085,959	-	-	34,085,959	32,891,572	661,359	-	33,552,931	533,028	1,194,387

Note: 6 NON CURRENT INVESTMENTS

Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
NON CURRENT INVESTMENTS		
Investment in Shares - Quoted		
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
Investment in Shares - Unquoted		
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	-
65000 Equity Shares of Daisy Polymers Pvt Ltd Rs.100 Each	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	-
4000 Equity Shares of Ethan Construction Pvt Ltd Rs.10 Each	1,000,000	1,000,000
3000 Equity Shares of Ethos Elite Garments Pvt Ltd Rs.10 Each	1,500,000	1,500,000
4000 Equity shares of Ethos Elite Garments Pvt Ltd Rs.10 Each	2,000,000	2,000,000
9000 Equity Shares of Ethos Elite Garments Pvt Ltd Rs.10 Each	4,500,000	4,500,000
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	-
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	22,500,000
40000 Equity Shares of Jasmine Steel Trading Ltd. Rs.10 Each	10,000,000	10,000,000
60000 Equity Shares of Jasmine Steel Trading Ltd. Rs.10 Each	24,000,000	24,000,000
61000 Equity Shares of Jasmine Steel Trading Ltd. Rs.500 Each	30,500,000	-
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	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	-
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
500000 Equity Shares of Pyramid Tradelinks P. L. Rs.10 Each	-	21,500,000
60000 Equity Shares of Ranjita Infrastucture Pvt Ltd. Rs.10 Each	30,000,000	30,000,000
2900000 Equity Shares of Rewant Investments Pvt Ltd Rs.10 Each	-	29,000,000
100000 Equity Shares of Rasaaz Infrastructure Pvt Ltd Rs.320 Each (PP)	21,500,000	-
50000 Equity Shares of Rasaaz Rest.and Hotels Pvt Ltd Rs.500 Each (PP)	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	-

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
483900 Equity Shares of Team Work Studios Pvt. Ltd. Rs.10 Each	-	936,000
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	-
Share Application Money in Unlisted Company	947,506,318	750,006,318
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	-
Total	2,231,489,577	1,952,925,577

Note: 7 LONG TERM LOAN AND ADVANCES

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Loans & Advances	119,418,894	191,739,826
2	Trade Advances	1,784,314,005	1,770,084,488
3	Receivable – Others	367,620	346,592,360
	Total	1,904,100,519	2,308,416,674

Note: 8 CURRENT INVESTMENTS

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
	Current Investment (Non-trade)		
1	120651 Equity Shares of Swagruha Infrastructure 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 Infrastructure Ltd Rs.1 Each	343,557	-
4	5965000 Equity Shares of Yantra Natural Resource Ltd Rs.1 Each	1,302,346	-
5	9150078 Equity Shares of Empower India Ltd Rs.1 Each	3,064,971	-
	Total	7,664,060	2,953,186

Note: 9 INVENTORIES

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
	Inventories (valued at lower of cost and net realizable value)		
1	Stock-in-trade	197,763,252	193,074,222
	Total	197,763,252	193,074,222

Note: 10 TRADE RECEIVABLES

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Over Six Months	18,360,153	18,360,153
2	Trades Receivable- Sales	77,275,223	100,763,481
	Total	95,635,376	119,123,634

Note: 11 CASH AND CASH EQUIVALENTS

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Cash on Hand	296,533	104
2	Balance with bank in current account	837,099	3,501,826
	Total	1,133,632	3,501,930

Note: 12 OTHER CURRENT ASSETS

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Deposit with Black Horse Media & Ent. Pvt Ltd	200,000	200,000
2	Anju Bhatia (Rent Deposit)	-	100,000
3	Prepaid Income Tax	1,533,368	1,533,368
4	VAT Refundable	942,222	835,125
5	Staff Advance	50,000	50,000
	Total	2,725,590	2,718,493

Note: 13 REVENUE FROM SALES

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Income from Sales of traded goods (IT Products and Computer Peripheral)	1,016,179,791	1,065,515,781
	Total	1,016,179,791	1,065,515,781

Note: 14 OTHER REVENUE INCOME

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Interest Received	-	2,937,685
2	Dividend from Company	1,371,575	225,000
3	Short Term Profit on Quoted Shares	38,516	7,197,079
4	Rounded off	14	-
	Total	1,410,105	10,359,764

Note: 15 PURCHASE OF STOCK IN TRADE

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Purchase Of Traded Goods	1,018,321,673	1,071,865,511
	Total	1,018,321,673	1,071,865,511

Note: 16 STOCK-IN-TRADE

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Opening Stock	193,074,222	181,868,527
2	Closing Stock	197,763,252	193,074,222
	Changes in Inventory	(4,689,030)	(11,205,695)

Note: 17 EMPLOYEE BENEFIT EXPENSES

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Staff Expenses	522	1,426
2	Salary Expenses	974,624	729,962
3	Bonus to Staff	37,540	35,250
	Total	1,012,686	766,638

Note: 18 FINANCIAL COSTS

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Bank Charges	38,891	36,717
	Total	38,891	36,717

Note: 19 DEPRECIATION AND AMORTIZATION EXPENSES

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Depreciation	-	661,359
	Total	-	661,359

Note: 20 OTHER EXPENSES

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Legal Advertisement Expenses	51,813	55,701
2	Auditor's Remuneration	30,000	30,000
3	Communication Expenses	14,925	11,045
4	Conveyance Expenses	2,370	2,212
5	Electricity Expenses	18,540	37,057
6	Listing & ROC Fees	488,559	761,134
7	Office Expenses	91,238	-
8	Printing & Stationery	8,538	3,894
9	Professional Fee and Legal Fees	82,500	212,660
10	Rates and Taxes	352,030	263,858
11	Repairs & Maintenance - Others	-	1,100
12	Rounded Off	-	5
13	Courier & Postage Expenses	318	110
14	Office Rent	168,000	282,500
15	Loss on Quoted Shares	6	-
16	Loss on Purchase of Property	-	15,000,000
17	Loss on Un-Quoted Shares	-	5,025,000
18	Sundry Balance W/O	533,028	3,575,143
19	Shares Sale/Purchase Expenses	136	55,412
20	VAT Paid F.Y 14-15	21,960	-
	Total	1,863,961	25,316,832

Note: 21 DEFERRED TAX

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Deferred Tax Provision	9,887	(664,654)
	Total	9,887	(664,654)

Note 22.1 CONTINGENT LIABILITIES & COMMENTS

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

Note 22.2 AUDITORS REMUNERATION

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Audit Fees	15,000	15,000
2	Tax Audit Fees	15,000	15,000
3	Other Services	-	-
	Total	30,000	30,000

Note 22.3 Earnings Per Share

Sr. No.	Particulars	31st March, 2016 (Rs)	31st March 2015 (Rs)
1	Weighted average number of Equity Shares of Re 1/- each	1,98,191,743	1,98,191,743
2	Basic Earnings Per Share of Re 1/- each	(0.006)	(0.006)
3	Diluted Earnings Per Share of Re 1/- each	(0.009)	(0.009)

Note 22.4 The Previous year figures have been regrouped, rearranged whenever necessary.

STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

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 2015 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 Accountant**

For Avance Technologies Ltd

Sd/-

**(Tejas Nadkarni)
Proprietor
Firm Reg. No 123638W
M.No.114178
Place: Mumbai
DATE: 26/05/2016**

**Sd/-
Director**

**Sd/-
Director**

NOTICE

Notice is hereby given that the Thirty-Second Annual General Meeting of the Members of Avance Technologies Limited will be held on Friday, 30th September, 2016 at 9.30 AM at the Registered Office situated at D-603, 6Th Floor, Crystal Plaza Infinity Mall, New Link Road, Andheri (West), Mumbai 400053.

Ordinary Business:

1. To receive, consider and adopt the Financial Statements as at 31st March, 2016 and the Report of the Directors and Auditors thereon.
2. Re-Appointment of **Srinivas Rachakonda** who is liable to retire by rotation and offers himself for re-appointment:

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

"RESOLVED THAT pursuant to section 152 of the Companies Act, 2013, Mr. Srinivas Rachakonda (DIN 02402002), a director liable to retire by rotation and being eligible who has offered himself for re-appointment, be and is hereby appointed as a Non-Executive Director of the Company."

3. Ratification of Appointment of Auditor:

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

"RESOLVED THAT the appointment of M/s. Tejas Nadkarni & Associates., having Firm Registration No. 135197W, Chartered Accountants, who were appointed as Statutory Auditors of the Company at the Annual General Meeting concerning of the financial year 2013-14 till the conclusion of the Annual General Meeting concerning of the financial year 2016-17 after receiving a recommendation in this regard from the Audit Committee pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, be and is hereby ratified and confirmed as Statutory Auditors of the Company to carry out statutory audit for the financial year 2016-17, at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution."

Special Business:

4. Service of documents through the mode as requested by the shareholders:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

5. Appointment of **Vasant Bhoir** (DIN: 07596882), as Non – Executive Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 160, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Vasant Bhoir (DIN: 07596882) who has given his consent to act as director and is not disqualified from being acting as the director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vasant Bhoir as a candidate for the office of director of the Company, be and is hereby appointed as a Non Executive Director of the Company.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

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

Sd/-
Srikrishna Bhamidipati
Chairman and Managing Director
DIN: 02083384

Date: 01/09/2016
Place: Mumbai

NOTES

The relevant Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business is annexed hereto.

1. A Member Entitled To Vote Is Entitled To Appoint A Proxy To Attend And Vote Instead Of Himself And The Proxy Need Not Be A Member Of The Company. The Instrument Appointing The Proxy Shall Be Deposited With The Company At Least 48 Hours Before The Commencement Of The Meeting In Order To Be Effective. A Blank Proxy Form Is Enclosed.
2. Pursuant to rule 20 of Companies (Management and Administration) Rules, 2014, 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 percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive).
4. Members are requested to intimate to the Company's Registrars and Share Transfer Agents viz., M/s. Purva Sharegistry (India) Private Limited in respect of shares held in physical form and to their Depository Participants in respect of shares held in electronic form;
 - any change in their addresses;
 - details about their e-mail address, so that all notices and other statutory documents can be sent to their e-mail addresses, as a measure of "Green Initiative".
5. Members are requested to:
 - bring their copy of Annual Report to the Meeting,
 - bring the Attendance Slip sent herewith, duly filled in,
 - bring their Folio Number / DP and Client ID and quote it in all correspondence,
 - avoid being accompanied by non-Members and children,
 - inform your e-mail ids, if not already registered with the Registrar,
 - consider converting their physical holding to dematerialized form to eliminate all risks associated with physical shares and ease of portfolio management, and
 - write to the Company for seeking clarification on queries, if any, with regard to the Accounts.
6. All documents referred to in the accompanying Notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.
7. Notice, Annual Report and instructions for participating in e-voting along with Attendance Slip and Proxy Form, are being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/Depository Participant(s). For Members who have not registered their e-mail addresses, physical copy of the aforesaid documents are being sent by the permitted mode.
8. The annual report of the Company circulated to the members of the company, will be made available on the Company's website at www.avance.in
9. Voting through electronic means:

In compliance with the provisions 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 Obligations and Disclosure Requirements) Regulations, 2015,, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service provided by Central Depository Services Limited (CDSL), The instructions for remote e-voting are as under:

The voting period begins on 27th September, 2016 at 09.00 Hrs and ends on 29th September, 2016 at 17.00 Hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Board of Directors at their meeting have appointed M/s. Mayank Arora & Co, Practicing Company Secretary as the scrutinizer for e-voting to unblock the votes in favor or against, if any, and to report forthwith to the Chairman. 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 E-VOTING ARE AS UNDER:

A. In case of members receiving e-mail:

- i. If you are holding shares in De-mat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com
- iii. Click on "Shareholders" tab to cast your votes.

Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL followed by the 8 digits of the folio/client id number in the PAN Field.
 - In case the folio 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 Akshay Kumar with folio number 1 then enter RA00000001 in the PAN Field.
- iv. Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT".
 - v. Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %&*). 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.

- * If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Click on the relevant EVSN on which you choose to vote.

- vi. 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.
- vii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- viii. 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.
- ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xi. 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.

B. In case of members receiving the physical copy of Notice of AGM:

Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

Note for Non – Individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - 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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- C. 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 under help section or write an email to helpdesk.evoting@cdslindia.com
- Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Share Transfer Department of the Company for consolidation into a single folio.
 - Non-Resident Indian Members are requested to inform the Share Transfer Department of the Company of:
 - Change in Residential Status on return to India for permanent settlement.
 - Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with the Pin Code number.

- Duplicate attendance slip shall not be issued at the Annual General Meeting Venue. However the same shall be issued at the Registered Office of the Company up to two days preceding the day of AGM.
- In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
- Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting of the Company.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item 4.

ITEM NO. 4

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expenses borne by the Company for such dispatch will be paid in advance by the member to the Company.

The Board recommends the resolution at Item No. 4 for the approval of the Shareholders.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

ITEM NO. 5

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1, 00,000/- proposing the candidature of Mr. Vasant Bhoir for the office of Non Executive Director, to be appointed as such under the provisions of Section 160 and other applicable provision of the Companies Act, 2013. The Company has received from Mr. Vasant Bhoir consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Vasant Bhoir, himself, to whom the resolution relates, is interested or concerned in the resolution.

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

Sd/-

Srikrishna Bhamidipati
Chairman and Managing Director
DIN: 02083384

Date: 01/09/2016
Place: Mumbai

Annexure pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Particulars of Directors proposed to be re-appointed at the proposed Annual General Meeting

Name of the Director	Srinivas Rachakonda	Vasant Bhoir
Date of Birth	20/08/1965	15/02/2016
Date of Appointment	27/09/2014	N/A
Nationality	Indian	Indian
Experience	Senior Vice President and Head of Economic Planning & Scheduling for Essar Energy Global Supply Chain Leader Turnaround Specialist	He has wide experience in the field of Marketing.
Companies other than Avance Technologies Limited in which he holds Directorships and committee memberships	NIL	NIL
Shareholding in the Company	NIL	NIL
Relationship with other Directors	Not related to any of the Directors	Not related to any of the Directors
No of Board Meetings attended in 2015-2016	6 out of 6	NIL

By Order of the Board of Directors
For **Avance Technologies Limited**

Sd/-

Srikrishna Bhamidipati
Chairman & M.D.
DIN: 02083384

Date: 01/09/2016
Place: Mumbai

AVANCE TECHNOLOGIES LIMITED

(CIN NO: L51900MH1985PLC035210)

Registered Office: D/603, Crystal Plaza Premises Co-Operative Society Limited, Opp Infinity Mall,
New Link Road, Andheri (West) Mumbai - 400 053.

Email: info@avance.in avancetechnologiesltd@gmail.com;

Website: www.avance.in;

Tel. No.: 022-65652123

32nd ANNUAL GENERAL MEETING
Friday, 30th September, 2016 at 9.30 AM

ATTENDANCE SLIP

I/ We hereby record my/ our presence at the Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 9.30 AM at Regd. Off: D/603, Crystal Plaza Premises Co-Operative Society Limited, Opp Infinity Mall, New Link Road, Andheri (West) Mumbai - 400 053.

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:

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AVANCE TECHNOLOGIES LIMITED

(CIN NO: L51900MH1985PLC035210)

Registered Office: D/603, Crystal Plaza Premises Co-Operative Society Limited, Opp Infinity Mall, New Link Road, Andheri (West) Mumbai - 400 053.

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Tel. No.: 022-65652123

32nd ANNUAL GENERAL MEETING

Friday, 30th September, 2016 at 9.30 AM

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:

Name:

Address:

Email:

Signature:

Or failing him/her;

Name:

Address:

Email:

Signature:

Or failing him/her;

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 32nd Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 at 9:30 am at Registered office of the Company at D/603, Crystal Plaza Premises Co-Operative Society Limited, Opp Infinity Mall, New Link Road, Andheri (West) Mumbai - 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolut ion No.	Resolution	Optional*	
		For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Financial Statements as at 31st March, 2016 and the Report of the Directors and Auditors thereon.		
2.	Re-appointment of Srinivas Rachakonda as a Director, who retires by rotation.		
3.	Ratification of Appointment of M/s. Tejas Nadkarni & Associates, as Statutory Auditors of the Company.		
Special Business:			
4.	Service of Documents through the mode as requested by Shareholders		
5.	Appointment of Vasant Bhoir (DIN: 07596882), 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.

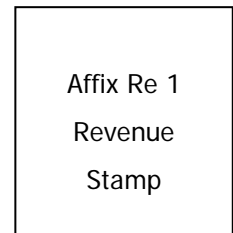
Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2016

Member's Signature _____

Signature of Proxy holder _____

Signature of Proxy holder (2nd) _____

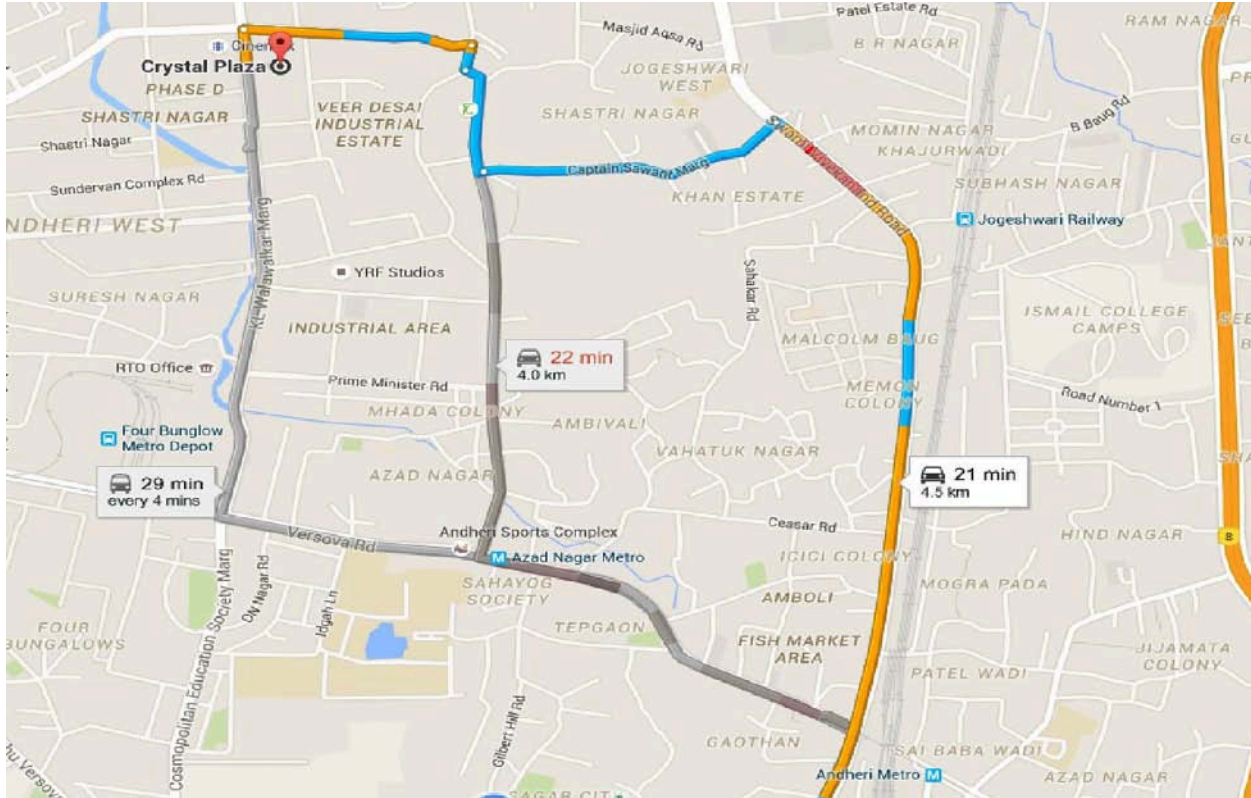


NOTE:

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.

AGM INFORMATION

Date : 30th September, 2016
 Day : Friday
 Time : 9.30 AM
 Address : D-603, 6th Floor, Crystal Plaza
 Infinity Mall, New Link Road,
 Andheri (West), Mumbai 400053.
 Land Mark : Opposite Infinity Mall.

ROUTE MAP:

Avance Technologies Limited

Regd. Office: D-603, 6th Floor, Crystal Plaza
 Infinity Mall, New Link Road,
 Andheri (West), Mumbai - 400053.

E-mail: info@avance.in , avancetechnologiesltd@gmail.com

If undelivered please return to:

Avance Technologies Limited

D-603, 6th Floor, Crystal Plaza,
Opp. Infinity Mall, New Link Road,
Andheri West, Mumbai - 400053

Email: avancetechnologiesltd@gmail.com
info@avance.in