



**AVANCE TECHNOLOGIES
LIMITED
ANNUAL REPORT FY 2023-24**

Corporate Information

Board of Directors

- **Mr. Srikrishna Bhamidipati**
Chairman & Managing Director
- **Mrs. Shakila Ramjansha Makandar**
Independent Director
- **Mr. Akshay Vijay Nawale**
Independent Director
- **Mr. Sanjay Atmaram Devlekar**
Independent Director
- **Mr. Vasant Tukaram Bhoir**
Non-Executive Director
- **Mr. Deepak Yallappa Mane**
Non-Executive Director

Key Managerial Personnel

- **Mr. Vijaysingh Purohit**
Chief Financial Officer
- **Mrs. Sneha Shrivastava**
Company Secretary & Compliance Officer

Registered Office Address

“Office No. 226/227, Majestic Center, Second Floor, 144 Opera House, Mumbai — 400 004

Tel: +91 9594988351

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

Website: www.avance.in

CIN: L51900MH1985PLC035210

Stock Exchanges Where the Company is listed

BSE Limited

Statutory Auditors

M/s. Rishi Sekhri and Associates,
Chartered Accountants

Registrars and Share Transfer Agents

Purva Sharegistry (India) Pvt. Ltd,
No. 9 Shiv shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp Kasturba Hospital Lower parcel, Mumbai, Maharashtra, 400011

Tel: 022 – 23016761

Fax: 022 - 23012517

Website: www.purvashare.com

E-mail: support@purvashare.com

Audit Committee

Mr. Akshay Vijay Nawale - Chairman

Mrs. Shakila Makandar - Member

Mr. Vasant Tukaram Bhoir - Member

Stakeholder’s Relationship Committee

Mr. Akshay Vijay Nawale - Chairman

Mrs. Shakila Makandar - Member

Mr. Vasant Tukaram Bhoir - Member

Nomination & Remuneration Committee

Mr. Akshay Vijay Nawale - Chairman

Mrs. Shakila Makandar - Member

Mr. Vasant Tukaram Bhoir - Member

Risk Management Committee

Mr. Akshay Vijay Nawale - Chairman

Mrs. Shakila Makandar - Member

Mr. Vasant Tukaram Bhoir - Member

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF AVANCE TECHNOLOGIES LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER 2024 AT 10.00 A.M. AT SAMMELAN HALL, A101, SAMARTH COMPLEX, JAWAHAR NAGAR, GOREGAON (WEST), MUMBAI – 400 104 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Standalone & Consolidated Audited Balance Sheet as at 31st March 2024, the Statement of Profit and Loss and Cash Flow Statement for the Financial year ended 31st March 2024 together with the Reports of the Board of Directors and the Auditors thereon.**

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

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31st March 2024 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. **To appoint a director in place of Mr. Deepak Mane (DIN: 07984967) who retires by rotation and being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Deepak Mane (DIN: 07984967) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as director of the company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors for the time being and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

SPECIAL BUSINESSES:

3. **To approve the re-appointment of Mr. Srikrishna Bhamidipati (DIN: 02083384) as Managing Director of the Company for further period of 05 (Five) years.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (‘the Act’), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the relevant provisions of the Articles of Association of the Company and all other applicable legal provisions, if any, including any statutory modifications or reenactments thereof and subject to such consents, approvals from such statutory authorities, as may be necessary, from time to time, and subject to such conditions, restrictions as may be specified by such authorities and as recommended by Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded to re-appoint Mr. Srikrishna Bhamidipati (DIN: 02083384) as Managing Director of the Company for further period of 05 (Five) years with effect from 01st October, 2024 till 30th September, 2029 on the remuneration and other terms and conditions as mentioned hereunder:

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Salary: Up to Rs. 50,000/- (Rupees Fifty Thousand only) per month, at the discretion of the Board.

Commission: Not Exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.

(A) Perquisite / Allowances: Other benefits, perquisites and allowances (viz. Housing, Utility Allowances, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, club membership, Telephone, etc.) The amount of such perquisites and allowances shall be as per Company's Policy and rules. However, the total amount of such salary and perquisites and allowances shall not exceed in aggregate of Rs. 50,000/- (Rupees Fifty Thousand only) per month.

(B) Contribution to Provident Fund and superannuation fund: to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

“RESOLVED FURTHER THAT in the event of the Company not having profits or its profits are inadequate in any financial year during the tenure of his re-appointment, the above remuneration by way of salary, allowance and perquisites shall be paid to Mr. Srikrishna Bhamidipati as the minimum remuneration, subject to such approvals as may be necessary in this regard.

RESOLVED FURTHER THAT Mr. Srikrishna Bhamidipati shall not be liable to retirement by rotation as a director during his tenure as Managing Director of the Company and shall not entitled to sitting fees for attending the meeting of the Board or Committee thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of re-appointment including term, the components of remuneration etc. as may be agreed to between the Company and Mr. Srikrishna Bhamidipati.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

4. To approve the re-appointment of Mr. Sanjay Devlekar (DIN: 07847440) as an Independent Director of the Company for a second term of 05 (Five) consecutive years:

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

“RESOLVED THAT pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, The Companies (Appointment and Qualifications of Directors) Rules, 2014 read with schedule IV to the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on basis of recommendation of the Nomination and Remuneration Committee, Mr. Sanjay Devlekar (DIN: 07847440), Independent Director of the Company who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from **05th September, 2024 till 04th September, 2029.**

RESOLVED FURTHER THAT any of the Director(s) of the Company, jointly or severally, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board
For Avance Technologies Limited
Sd/-
Srikrishna Bhamidipati
Managing Director
DIN: 02083384

Date: 03rd September, 2024

Place: Mumbai

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/ Proxies and Authorised representatives are requested to bring to the Meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and the Share Transfer Books will remain closed from Tuesday, 24th September 2024 to Monday, 30th September 2024 (both days inclusive) for the purpose of the Annual General Meeting.
4. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Secretarial Standard – 2 on “General Meetings”, the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
6. Members desiring any information as regards the accounts are requested to write to the compliance officer at an early date so as to enable the management to reply at the meeting. For any communication, the members may also send requests to the company’s investor email id: info@avance.in; avancetechnologiesltd@gmail.com.
7. Members are requested to kindly bring their copies of the Annual Report to the meeting. As per the requirement of the Secretarial Standard – 2 on “General Meetings” the route map showing directions to reach the venue of the meeting is annexed to the Notice.
8. The Notice of the AGM along with the Annual Report of 2023-24 is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the ‘Green Initiative’ Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice and the Annual Report 2023-24 will also be available on the Company’s website viz. www.avance.in
9. An explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“act”) setting out the material facts concerning the businesses to be transacted is annexed hereto.

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10. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date of Monday, 23rd September 2024 will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.
11. The e-voting period shall commence on **Friday, 27th September 2024 at 9.00 a.m.** (IST) and shall end on **Sunday, 29th September 2024 at 5:00 P.M.** (IST). E-voting shall not be allowed beyond the said date and time.
12. The Board of Directors of the Company (“the Board”), has appointed M/s Hemang Satra & Associates, Company Secretaries having Membership No. A54476 & C.P. No. 24235 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
13. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this AGM will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
14. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on **Friday, 27th September 2024 at 9:00 A.M.** and ends on **Sunday, 29th September 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, 23rd September 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, 23rd September 2024**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-

	<p>Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

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	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

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	12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to gemstoneltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to gemstoneltd@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3:

Mr. Srikrishna Bhamidipati was re-appointed as the Managing Director of the Company w.e.f. 1st October, 2019 for a period of 05 (Five) years i.e. upto 30th September, 2024 pursuant to the resolution passed by the Members at their 35th (Thirty Fifth) Annual General Meeting of the Company held on 30th September, 2019 and his re-appointment is due for another term of 05 (Five) years.

Based on the strong performance of the Company under the leadership of Mr. Srikrishna Bhamidipati, the Nomination & Remuneration Committee (“NRC”) recommended the re-appointment of Mr. Srikrishna Bhamidipati as Managing Director of the Company for a further period of 05 (Five) i.e. from 1st October, 2024 to 30th September, 2029 on the terms and conditions including remuneration, as contained in this explanatory statement.

Accordingly, the Board of Directors, at its meeting held on 4th September, 2024, based on the recommendation of NRC and subject to approval of members, approved the re-appointment of Mr. Srikrishna Bhamidipati as Managing Director of the Company for a further period of 05 (Five) i.e. from 1st October, 2024 to 30th September, 2029, on the following terms and conditions:

Salary:

Up to Rs. 50,000/- (Rupees Fifty Thousand only) per month, at the discretion of the Board. Commission: Not Exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board..

(A) Perquisite / Allowances: Other benefits, perquisites and allowances (viz. Housing, Utility Allowances, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, club membership, Telephone, etc.) The amount of such perquisites and allowances shall be as per Company’s Policy and rules. However, the total amount of such salary and perquisites and allowances shall not exceed in aggregate of Rs. 50,000/- (Rupees Fifty Thousand only) per month.

(B) Contribution to Provident Fund and superannuation fund: to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

I. General Information:

Nature of Industry	Resale of IT Products
Date or expected date of Commercial Production	Not Applicable since the Company has already commenced its business activities.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Financial Performance:

(Amount in INR Lakhs)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Total Income	7,182.16	3,054.36	1,153.19
Depreciation	0.00	0.00	0.00
Total Expenses	6,959.42	3,004.09	1,214.79
Net Profit	207.744	40.60	(61.59)
Paid up Capital	19,819.17	19,819.17	19,819.17
Reserves & Surplus	17,515.63	17,307.89	17,267.29

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Foreign Investments or collaborations, if any- There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Director:

Background Details	Mr. Srikrishna Bhamidipati is a techno commercial entrepreneur with over 25 years of crosses functional experience in the fields of Information Technology, Telecom and Real time money markets. Prior to being an entrepreneur he worked with multi nationals like CNN, Dowjones and Asian CERC. He is a graduate in B Tech from IIT Mumbai and a management post graduate from JBIMS Mumbai.
Past Remuneration	Mr. Srikrishna Bhamidipati is entitled to receive salary up to Rs. 6,00,000/- per annum + up to 1% commission of net profit. However, he has forgone his salary and commission in the interest of the company.
Recognition or awards	Not Applicable
Job Profile and her suitability	Mr. Srikrishna Bhamidipati has been the Managing Director of the Company. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Srikrishna Bhamidipati should be available to the Company.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Mr. Srikrishna Bhamidipati in the Company, the proposed remuneration is reasonable and in line with the remuneration levels in the industry, across the Country and befits his position.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Srikrishna Bhamidipati is the Promoter of the Company.

III. Other information:

Reason of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax Rs. 207.744 Lakhs and Rs. 488.205 on Standalone and Consolidated basis respectively in the Financial Year ended on 31st March, 2024.
Steps taken or proposed to be taken for improvement	The Company has done well and reported the Profits continuously for the past 02 (Two) years and the Company has also drawn up an elaborate Business Plan and action plans to exploit existing and emerging opportunities.
Expected increase in productivity and profits in measurable terms	The Company has earned the profit of Rs. 207.744 Lakhs and Rs. 488.205 on Standalone and Consolidated basis respectively in the Financial Year ended on 31st March, 2024 and the Company is expected to do well in future.

The details of Mr. Srikrishna Bhamidipati as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

Mr. Srikrishna Bhamidipati is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and

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has given all the necessary declarations and confirmation including his consent to be re-appointed as a Managing Director of the Company.

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for time being in force) and relevant provisions of Articles of Association of the Company, re-appointment of the Managing Director requires approval of the Members.

The Board of Directors recommends the Special resolution at Item No. 3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Srikrishna Bhamidipati and his relatives has any concern or interest, financial or otherwise, in the resolution at Item no. 3 of this Notice.

Item No. 4:

The Board of Directors at their meeting held 05th September, 2019 had appointed Mr. Sanjay Devlekar (DIN: 07847440) as an Additional Independent Director of the Company. Further, the Members at the 35th Annual General Meeting held on 30th September 2019 appointed Mr. Sanjay Devlekar as an Independent Director to hold office for a term of 05 (five) years.

Accordingly, his tenure as an Independent Director is due for expire on 04th September, 2024. The Board of Directors at their meeting held on 3rd September, 2024 have re-appointed Mr. Sanjay Devlekar (DIN: 07847440) Independent Director of the Company, subject to the approval of members in the ensuing general meeting. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee, constituted by the Board, in accordance with Applicable acts and by-laws. The Independent Director(s) to be so appointed shall be persons holding requisite knowledge and experience in their respective fields, which the Board deems beneficial to the Company.

The Company has received the consent from Mr. Sanjay Devlekar to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Sanjay Devlekar during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on 03rd September, 2024 has recommended the re-appointment of Mr. Sanjay Devlekar as an Independent Directors for a second term of 05 (Five) years with effect from 05th September, 2024.

The Board of Directors at its meeting held on 03rd September, 2024 has approved the re-appointment of Mr. Sanjay Devlekar as an Independent Director for a second term of 05 (Five) consecutive years with effect from 05th September, 2024. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Sanjay Devlekar, the Shareholders are requested to approve the re-appointment of Mr. Sanjay Devlekar as an Independent Directors for a second term of 05 (Five) consecutive years with effect from 05th September, 2024.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice.

Except Mr. Sanjay Devlekar, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LODR REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS

Name of the Director	Mr. Deepak Mane	Mr. Srikrishna Bhamidipati	Mr. Sanjay Devlekar
DIN	07984967	02083384	07847440
Date of Birth	10/08/1979	15/01/1972	31/05/1972
Date of first appointment on the Board	30/09/2019	15/01/2002	05/09/2019
Brief Profile	Mr. Deepak Mane has good exposure and experience in the sector in which the industry operates.	Mr. Srikrishna Bhamidipati is having 25 years of crosses functional experience in the fields of Information Technology, Telecom and Real time money markets.	Mr. Sanjay Devlekar has vast experience in the field of Administration and Human Resource Management.
Qualification	Commerce Graduate	Graduate in B Tech from IIT Mumbai and a management post graduate from JBIMS Mumbai.	Graduate
Expertise in Special Functional Areas	Board service & governance, Business Development, Operations.	Information Technology, Telecom and Real time money markets and Business Development	Administration and Human Resource Management.
*Directorship held in other Public Limited Companies	Nil	01 (One) Eco Recycling Limited- <i>Non-Executive - Independent Director</i>	01 (One) Adhaar Ventures India Limited - <i>Non-Executive - Independent Director</i>
No. of Meetings of the Board attended during the financial year	10 (Ten)	10 (Ten)	10 (Ten)
Shareholding in the Company	Nil	1,35,00,000 (0.68%)	Nil
Disclosure of inter-se relationships between Directors and Key Managerial Personnel of the Company	None	None	None

* excluding private, foreign companies and Section 8 Companies.

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ATTENDANCE SLIP

AVANCE TECHNOLOGIES LIMITED
(CIN: L51900MH1985PLC035210)

Regd. Off.: Office No. 226/227, Majestic Center, Second Floor, 144 Opera House, Mumbai, Maharashtra, 400004

Phone: +91 9594988351, **Email:** info@avance.in; avancetechnologiesltd@gmail.com

Web: www.avance.in

DP ID No.*:	Folio. No.:
Client ID No.*:	No. of Shares held:

*Applicable for investors holding shares in electronic form

Name and address of the Shareholder(s)/Proxy holder:

I / We hereby record my/our presence at **40th Annual General Meeting** of the Company, to be held on Monday, September 30, 2024- at 10.00 a.m. at at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104.

**Member's / Proxy's
Signature**

Note:

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

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PROXY FORM
AVANCE TECHNOLOGIES LIMITED
(CIN: L51900MH1985PLC035210)

Regd. Off.: Office No. 226/227, Majestic Center, Second Floor, 144 Opera House, Mumbai, Maharashtra, 400004,
Phone: +91 9594988351, **Email:** info@avance.in; avancetechnologiesltd@gmail.com
Web: www.avance.in

Name of the Member(s):	
Registered Address:	
Folio No./Client Id:	DP Id:

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

- Name _____ Address _____
Email Id:- _____ Signature _____ or failing him;
- Name _____ Address _____
Email Id:- _____ Signature _____ or failing him;
- Name _____ Address _____
Email Id:- _____ Signature _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **40th Annual General Meeting** of the Company, to be held on Monday, September 30, 2024- at 10.00 a.m. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104., and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	List of Resolutions		
		For	Against
<u>ORDINARY BUSINESSES:</u>			
1.	To receive, consider and adopt the Standalone & Consolidated Audited Balance Sheet as at 31st March 2024, the Statement of Profit and Loss and Cash Flow Statement for the Financial year ended 31st March 2024 together with the Reports of the Board of Directors and the Auditors thereon;		
2.	To appoint a director in place of Mr. Deepak Mane (DIN: 07984967) who retires by rotation and being eligible, offers himself for re-appointment.		
<u>SPECIAL BUSINESSES:</u>			
1.	To approve the re-appointment of Mr. Srikrishna Bhamidipati (DIN: 02083384) as Managing Director of the Company for further period of 05 (Five) years.		
2.	To approve the re-appointment of Mr. Sanjay Devlekar (DIN: 07847440) as an Independent Director of the Company for a second term of 05 (Five) consecutive years:		

Signed this _____ day of _____, 2024
Signature of Shareholder(s) _____
Signature of Proxy holder(s) _____

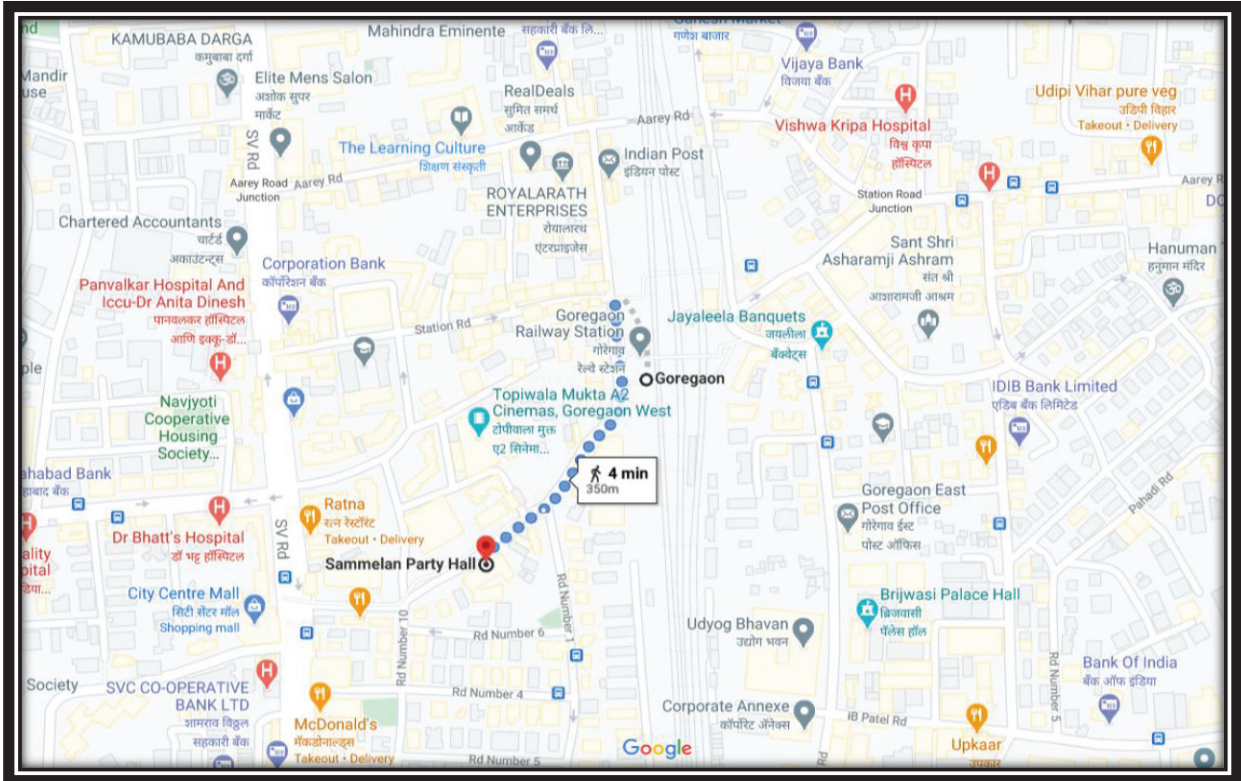
Affix Revenue
Stamp Re.1/-

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.
- For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the 40th Annual General Meeting.
- Put a 'X' in the appropriate column against the Resolution 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.

ROUTE MAP FOR 40TH ANNUAL GENERAL MEETING

Date : 30th September 2024
Day : Monday
Time : 10.00 a.m.
Address : Sammelan Hall, A101, Samarth Complex, Jawahar Nagar,
Goregaon (West), Mumbai – 400 104.



DIRECTOR'S REPORT

Dear Valued Members,

Your Directors are pleased to present the 40th Annual Report and Audited Financial Statements for the year ended on 31st March, 2024.

PERFORMANCE OF THE COMPANY:

The Company's performance is summarized below:

PARTICULARS	(Amount in Lakhs)	
	31st March, 2024	31st March, 2023
Total Income	7,182.16	3054.36
Less: Total Expenses excluding Depreciation and tax	6,959.42	3004.09
Profit before Depreciation & Tax	222.74	50.27
Less: Depreciation	0.00	0.00
Less: Exceptional Items	0.00	0.00
Profit/(Loss)before Tax	222.74	50.27
Less: <u>Tax</u>		
i. Current Tax	15.00	9.67
ii. Deferred Tax	0.00	0.00
Profit/(Loss)after tax	207.74	40.60

PERFORMANCE OF BUSINESS OPERATIONS:

Your Company's total income during the year under review was Rs. 7,182.16 Lakhs as compared to Rs. 3054.36 Lakhs in the previous year. The Profit after tax was Rs. 207.74 Lakhs as compared to Rs. 40.60 Lakhs in the previous year.

FINANCIAL STATEMENTS:

The Company has prepared the Annual Audited Financial Statements for the financial year ended 31st March, 2024 in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 ("the Act").

In accordance with the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Audited Financial Statements for the financial year ended 31st March, 2024, together with Report of Auditors' thereon, forms part of this annual report.

DIVIDEND:

In order to conserve resources for any new trading or industrial venture and for the working capital requirements for company's business, your Board does not recommend any dividend for the financial year under review.

TRANSFER TO RESERVE:

The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriations for the FY 2023-24.

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SHARE CAPITAL:

Authorized Share Capital:

During the year under review, the Company has made the sub-division/split of face value of Equity Shares from Rs. 05/- (Rupees Five Only) to Rs. 01/- (Rupees One Only) each with effect from 28th October, 2023.

Therefore, due to sub-division/split of face value of Equity Share Capital, the Authorized Share Capital of the Company has been changed from 40,00,00,000 (Forty Crores) equity shares of Rs. 05/- (Rupees Five Only) amounting to Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) to Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) consisting of 200,00,00,000 (Two Hundred Crores) Equity Shares of Rs. 01/- (Rupee One only) each.

Issued, Subscribed & Paid-Up Share Capital:

The Company has made the sub-division/split of face value of Equity Shares from Rs. 05/- (Rupees Five Only) to Rs. 01/- (Rupees One Only) with effect from 28th October, 2023. The Capital Structure after the sub-division is as under:

Particulars	No. of Shares	Face Value	Amount in Rs.
Authorised Share Capital	200,00,00,000	1.00/-	200,00,00,000.00/-
Issued Share Capital	198,19,17,430	1.00/-	198,19,17,430.00/-
Subscribed Share Capital	198,19,17,430	1.00/-	198,19,17,430.00/-
Paid Share Capital	198,19,17,430	1.00/-	198,19,17,430.00/-

AUDITORS AND THEIR REPORTS:

The matters related to Auditors and their Reports are as under:

Statutory Auditor:

Pursuant to Section 139 of the Companies Act, 2013, the shareholders in their meeting held on 30th September, 2022 had appointed M/s. Rishi Sekhri and Associates, Chartered Accountants, (FRN: 128216W) as Statutory Auditors of the Company for a term of five (5) consecutive financial years and their term expires at the conclusion of 43rd Annual General Meeting of the Company.

Auditors' Report:

The Auditors' Report on the financial statements of the Company forms a part of the Annual Report. There is no qualification, reservation, adverse remark, disclaimer or modified opinion in the Auditors' Report, which calls for any further comments or explanations.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit for the year ended 31st March 2024 was carried out by the Secretarial Auditors, M/s. Prachi Bansal & Associates, (C.P. No. 23670), Company Secretaries. The Secretarial Compliance Report and Secretarial Audit Report for FY 2023-24 is annexed herewith marked as **Annexure – 1** to this Report.

The Secretarial Auditor has not made any adverse comments or given any qualification, reservation or adverse remarks or disclaimer in their Audit Report.

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Internal Auditor:

For FY 2023-24, the Board of Directors had appointed M/s. KSGC & associates as Internal Auditors of the Company. The Internal Auditors have been periodically reporting to the Audit Committee with regards to their audit process and key audit findings during the year.

There are no qualifications, reservation or adverse remarks given by Internal Auditors of the Company for the period under review.

Cost Auditor:

Provisions related to appointment of Cost Auditors are not applicable to the Company.

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted or renewed any deposits falling within the purview of provisions of Section 73 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014.

CHANGE IN NATURE OF BUSINESS:

During the year under review, there was no material change in the nature of business of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the year under review, no significant and material orders were passed by the Regulators, Securities Exchange Board of India, Stock Exchanges, Tribunal or Courts which impact the going concern status and the Company's operations in future.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the Financial Statement relate and the date of this report. There was no change in company's nature of business during the FY 2023- 24.

MANAGEMENT DISCUSSION & ANALYSIS:

As required under Regulation 34 read with Schedule V (B) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, report on "Management Discussion and Analysis" is attached as **Annexure – 2** and forms a part of this Report.

CORPORATE GOVERNANCE:

The Company is committed to pursue and adhere to the highest standard of Corporate Governance as set out by the Securities and Exchange Board of India (SEBI) and the Companies Act, 2013. The report on the Corporate Governance as stipulated in regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with this Report as **Annexure – 3**.

PERFORMANCE OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

During the period under review, the Company is having 01 (one) Wholly owned subsidiary namely M/s. Avance Ventures Private Limited incorporated on 21st April, 2023. Therefore, Form AOC-1 for statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures pursuant to first proviso to

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sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 is applicable and details of the same mentioned herewith in **Annexure – 4** to this report.

DIRECTORS / KEY MANAGERIAL PERSONNEL:

a. Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Deepak Mane (DIN: 07984967) of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

The Board recommends the re-appointment of Mr. Deepak Mane (DIN: 07984967) as Director in the forthcoming Annual General Meeting of the Company. Your Board has recommended his re-election.

b. Changes in Directors/ Key Managerial Personnel:

There was no change in the Board of Directors of the Company during the year under review.

c. Composition

The current composition of the Board is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations and specifically stated in Corporate Governance Report.

d. Declaration/Disclosures of Directors proposed to be appointed / re-appointed

None of the directors of the company are disqualified under the provisions of the Companies Act, 2013 or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the Directors have made necessary disclosures as required under the various provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief profile of Mr. Deepak Mane (DIN: 07984967) proposed to be re-appointed and his Qualification, Experience alongwith the name of Companies in which he hold the Directorship and Listed Companies in which he hold Chairmanship/membership of the Committees of the Board, as stipulated under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is given as Annexure to the Notice convening the 40th Annual General Meeting.

MEETINGS OF BOARD OF DIRECTORS:

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board businesses. Your Company holds at least four Board Meetings in a year, one in each quarter to review the financial results and other items of the agenda. During the reporting period, The Board met 10 (Ten) times during the Financial Year 2023-24 viz. 18th April, 2023, 30th May, 2023, 11th August, 2023, 04th September, 2023, 25th September, 2023, 04th November, 2023, 18th January, 2024, 07th February, 2024, 17th February, 2024 and 23rd February, 2024.

The notice of Board Meeting is given well in advance to all the Directors. The Agenda and Pre-reads are circulated well in advance before each meeting to all the Directors for facilitating effective discussion and decision making.

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS:

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as specified in Section 149(6) of the Act and shall abide by the Code for Independent Directors as specified in Schedule- IV of the Act.

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ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES, AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board is required to monitor and review the Board evaluation framework. In line with the Corporate Governance Guidelines, the Board has carried out the annual performance evaluation of its own performance, the Chairman, the Directors individually, Chief Financial Officer, Company Secretary as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders Relationship and Risk Management Committee.

This evaluation is led by the Chairman of the Nomination and Remuneration Committee with specific focus on the performance and effective functioning of the Board. The evaluation process also considers the time spent by each of the Board Member, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise. The Board evaluation is conducted through questionnaire having qualitative parameters and feedback based on ratings. The Directors expressed their satisfaction with the evaluation process.

SECRETARIAL STANDARDS:

The Company has complied with all the applicable provisions of Secretarial Standard on Meetings of Board of Directors (SS-1), Revised Secretarial Standard on General Meetings (SS-2) and other voluntarily adopted Secretarial Standards such as Secretarial Standard on Dividend (SS-3), Secretarial Standard on Report of the Board of Directors (SS-4) issued by Institute of Company Secretaries of India.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

In line with the requirements of the Companies Act, 2013 and Listing Regulations, the company has formulated a Policy on Related Party Transactions as approved by the Board of Directors which is also available on the Company's website www.avance.in and the same is considered for the purpose of identification and monitoring Related Party transactions.

During the year under review, the Company has not entered any contracts or arrangement with its related parties referred to in Section 188(1) of the Companies Act, 2013.

Disclosures in Form AOC-2 pertaining to material contract and arrangement in terms of Section 134(3)(h) of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules 2014, is included in this report as **Annexure – 5** and forms an integral part of this report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company being into reselling of IT products, information regarding disclosure of conservation of energy is not applicable to it. However, as a part of national interest it ensures that energy consumption is kept at minimum. There is no technology involved as the Company is a Service Sector.

There were no foreign exchange earnings or outgo during the year under review.

ANNUAL RETURN:

The extract of Annual Return of the Company as on March 31, 2024 in form MGT – 9 in accordance with section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is attached as **Annexure – 6** to this Report.

HUMAN RESOURCE, HEALTH & SAFETY:

The company views its valued employees as one of the most important elements of the business and as being critical

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to the accomplishment of the endeavours that have been undertaken. The Company considers its Human Resources Development a critical factor to its success and continuously focuses on its development with various people initiatives. The learning and development framework focuses to enhance adherence to operating & business processes. The Company strives to encourage diversity in workforce and believe in building the career of its employees through focused interventions. The Company gives paramount importance to safety, security and well-being of its human resources and maintains highest standards of health and safety in all aspects.

DETAILS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE ACT:

The particulars of loans, guarantees and investments have been disclosed in the financial statements for the financial year 2023-24 which forms an integral Part of this annual report.

INTERNAL CONTROL SYSTEM, THEIR ADEQUACY AND OPERATIVE EFFECTIVENESS:

The Company has an adequate system of internal controls in place. It has documented policies and procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, and protecting assets from unauthorized use or losses, compliances with regulations. The Company has continued itself orts to align all its processes and controls with global best practices.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

Pursuant to Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details/information's related to the remuneration of Directors, Key Managerial Personnel and Employees are set out in **Annexure – 7** to this Report.

CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE:

A Certificate of the Secretarial Auditor confirming its compliance with the conditions of Corporate Governance stipulated under the SEBI (LODR) Regulations, 2015 forming part of this Annual Report.

MANAGING DIRECTOR AND CFO CERTIFICATION ON FINANCIAL STATEMENTS:

A Certificate of the Managing Director and CFO of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed to this Annual Report.

CERTIFICATE ON DIRECTOR DEBARMENT OR DISQUALIFICATION:

A Certificate of the Auditor on verification of Debarment or Disqualification of Directors pursuant to Regulation 34 (3) read with Para C (10)(i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company does not meet the criteria specified in sub section (1) of section 135 of the Companies Act, 2013, read with Companies [Corporate Social Responsibility (CSR)) Rules, 2014. Therefore, it is not required to incur any expenditure on account of CSR activities during the year.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company, hereby confirms that:

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- In the preparation of the annual accounts for the year ended 31st March, 2024 the applicable accounting standards have been followed and there are no material departures from the same;
- They have selected such accounting policies, judgments and estimates that are reasonable and prudent and have applied them consistently so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the statement of Profit and Loss as well as Cash Flow of the company for the year ended on that date;
- Proper and sufficient care has been taken for the 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;
- The annual accounts have been prepared on a going concern basis;
- Necessary internal financial controls have been laid down by the Company and the same are commensurate with its size of operations and that they are adequate and were operating effectively; and
- Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REPORTING OF FRAUDS:

During the year under review, none of the Auditors of the Company, has reported to the Audit Committee under section 143(12) of the Companies Act, 2013, any instances of the fraud committed by the Company, its officers and employees, the details of which would need to be mentioned in the Board Report.

POLICY ON NOMINATION AND REMUNERATION:

Policy on Directors' appointment and remuneration is to follow the criteria as laid down under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Emphasis is given to persons from diverse fields or professions. The Remuneration Policy is uploaded on the Company website www.avance.in.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Vigil Mechanism of the Company includes a Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. Further, the mechanism adopted by the Company encourages a whistle blower to report genuine concerns or grievances and provides for adequate safeguards against victimisation of the whistle blower who avails of such mechanism as well as direct access to the Chairman of the Audit Committee. The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time.

None of the whistle blowers have been denied access to the Audit Committee of the Board. The details of the Whistle Blower Policy are posted on the website of the Company at www.avance.in.

POLICY AGAINST SEXUAL HARASSMENT:

The Company is committed to creating a healthy working environment that enables employees to work without fear of prejudice and gender bias. The Company has formulated Policy on prevention, prohibition and redressal of sexual harassment of women at workplaces in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. Your Company has a robust mechanism in place to redress complaints reported under it if any.

During the year under review, the Company has not received any complaints in this regard.

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APPRECIATION & ACKNOWLEDGEMENT:

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, stock exchanges, customers, vendors, members during the year under review.

By Order of the Board
For Avance Technologies Limited

Sd/-
Srikrishna Bhamidipati
Managing Director
DIN: 02083384

Sd/-
Vasant Bhoir
Director
DIN: 07596882

Date: 03rd September 2024
Place: Mumbai

Secretarial Compliance Report of AVANCE TECHNOLOGIES LIMITED
For the Financial Year ended as on 31st March 2024

[Pursuant to Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I CS Prachi Bansal have examined:

- (a) all the documents and records made available to us and explanation provided by Avance Technologies Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2024 (“Review Period”) in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **not applicable during the period under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **not applicable during the period under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **not applicable during the period under review;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March 2023	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

(c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil
2.	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities: • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	Nil
3.	<u>Maintenance and disclosures on Website:</u> The Listed entity is maintaining a functional website: • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	Nil
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	Nil
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Nil
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	<u>Related Party Transactions:</u>	Yes	Company has

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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions: (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.		obtained prior approval of Audit committee for all related party transaction
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Nil
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	NA
13.	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	NA	NA

For PRACHI BANSAL & ASSOCIATES
(Company Secretaries)

Sd/-
CS Prachi Bansal
Proprietor
Membership No: 43355,
PR No.: 3702/2023
UDIN- A043355F000399744

Date: 18th May, 2024
Place: Faridabad

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For the Period ended on March 31, 2024

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

To,
The Members,
Avance Technologies Limited
Office No. 226/227, Majestic Center, Second Floor,
144 Opera House, Mumbai, Maharashtra, 400004

We have conducted the secretarial audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by **Avance Technologies Limited** (“the Company”). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

Auditor’s responsibility

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period from April 01, 2023 to March 31, 2024 (“the audit period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanisms in place to the extent and in the manner reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the Year ended March 31, 2024 according to the provisions of the following, as amended from time to time, and to the extent applicable:

- (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) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“the 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, 2015;

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- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(not applicable to the Company during the audit period)*
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(not applicable to the Company during the audit period)*
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable to the Company during the audit period)*
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(not applicable to the Company during the audit period).**
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(not applicable to the Company during the audit period)** and
 - (i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; *(not applicable to the Company during the audit period)*
 - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other laws applicable namely:
- a) Taxation Laws;
 - b) IT Related Laws – Information Technology Act, 2000;
 - c) Miscellaneous Laws.

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder (“the Listing Regulations”).

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. made thereunder which are subject matter of present Audit Report, stated hereinabove.

We 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 audit period were carried out in compliance with the provisions of the Act and Listing Regulations – **no change in composition of Board during the year under review.**

In compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder and Secretarial Standards issued by the Institute of Company Secretaries of India, adequate notice was given to all directors to schedule Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance. 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.

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All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We 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.

We further report that during the audit period, the Company –

1. Sub-divided existing equity shares of the company from 1 (One) equity share having face value of Rs. 5/- each (Rupees Five only) fully paid up into 5 (Five) equity shares having face value of Re. 1/- each (Rupee One only) fully paid up.
2. Took approval through Postal Ballot for Preferential Allotment of 57,00,00,000 (Fifty-Seven Crore) convertible equity warrants of Rs. 1.30/- (Rupees One Paisa Thirty only) aggregating upto Rs. 74,10,00,000/- (Rupees Seventy-Four Crores Ten Lakhs only). Allotment is subject to requisite approval from the Stock Exchange.

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

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

The compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by the Statutory financial audit and other designated professionals.

FOR PRACHI BANSAL & ASSOCIATES
(Company Secretaries)

Sd/-

CS Prachi Bansal Proprietor

Membership No: 43355

PR No.: 3702/2023

UDIN: A043355F000399744

Date: 18th May, 2024

Place: Faridabad

This report is to be read with our letter of even date which is annexed as “Annexure A” and forms an integral part of this report.

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‘Annexure A’

To,
The Members,
Avance Technologies Limited
Office No. 226/227, Majestic Center, Second Floor,
144 Opera House, Mumbai, Maharashtra, 400004

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by us.

FOR PRACHI BANSAL & ASSOCIATES
(Company Secretaries)

Sd/-
CS Prachi Bansal Proprietor
Membership No: 43355
PR No.: 3702/2023
UDIN: A043355F000399744

Date: 18th May, 2024
Place: Faridabad

Management Discussion and Analysis

Overview

India has been using technology to transform its economy, boosting its ability to continue growing faster than other major economies. The country's use of technology has also had a positive impact on society and helped to reduce emissions. Technology has also changed the way the capital markets function and the opportunities they provide. Technology has witnessed impressive evolution in the past few decades, which has in turn transformed our lives and helped us evolve with it. It is impossible to exaggerate the significance of technology in today's fast-paced world on all fronts. Information technology helps to build and grow the commerce and business sector and generate the maximum possible output. The time taken by different sectors to generate business is now minimized with advancements in Information technology. It provides electronic security, storage, and efficient communication.

The IT sector of India is taking the Indian economy to unprecedented heights, and by all projections, the contribution of the IT sector to the Indian economy is going to increase manifold in the future. Your Company offers a wide range of high-quality IT products to meet your business needs for hardware, software and accessories. As a trusted reseller, we're committed to providing customer with reliable, high-performance IT products to help customer optimize your infrastructure and work smoothly.

Financial Performance Review:

(All amounts in Lakhs)

PARTICULARS	31st March, 2024	31st March, 2023
Total Income	7182.16	3053.203
Less: Total Expenses excluding Depreciation and tax	6959.42	3002.931
Profit before Depreciation & Tax	222.74	50.272
Less: Depreciation	0.00	0.00
Less: Exceptional Items	0.00	0.00
Profit/(Loss)before Tax	222.74	50.272
Less: <u>Tax</u>		
i. Current Tax	15.00	9.672
ii. Deferred Tax	0.00	0.00
Profit/(Loss) after tax	207.74	40.600

The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013, as amended and regulations issued by the Securities and Exchange Board of India ('SEBI') from time to time.

Key Financial Ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, the Company is required to provide details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor. The details of significant changes in Key Financial Ratios are as follows:

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Ratios	Financial year	
	31st March, 2024	31st March, 2023
Debtors Turnover (in times)	9.066	26.47
Inventory Turnover (in times)	-	4.64
Interest Coverage Ratio (in times)	-	-
Current Ratio (in times)	.85	0.75
Debt Equity Ratio (in times)	0.00	0.00
Operating Profit Margin (in %)	3.10	1.64
Net Profit Margin (in %)	2.89	1.33
Return on Net Worth (in %)	0.59	0.10

Opportunities & Threats

Opportunities:

Our long-standing relationship with our major customers has been one of the most significant factors contributing to our growth. Our commitments to quality and customer service practices have been strong contributing factors to our robust customer relations. Over the years, we have steadily developed a robust base of customers for our products in national level.

To overcome the challenges and competition, we have taken various initiatives to reduce the operational costs, to develop new value added products, improve the performance and quality of existing value-added products as well as to explore new markets domestically and globally.

The digitization, unparalleled expertise and an excellent corporate strategy has resulted in an unprecedented growth of the company over the years. We have an experienced and dedicated team of professionals, catering to the needs of clients, delivering products at reasonable interest rates & timely.

Threats:

- Change in Policy and Regulations.
- New entrants in the market and intense competition by existing players.
- Technology may become obsolete due to Innovation in Technology.

Risk and Concerns

Your Company had put a risk management framework in place post a comprehensive review of its risk management process. Your Company has taken a fresh look at the risk management framework. The review involved understanding the existing risk management initiatives, zero-based identification and assessment of risks in the various businesses as also the relative control measures and arriving at the desired counter measures keeping in mind the risk appetite of the organization. The Risk Management Committee has periodically reviewed the risks in the various businesses and recommended appropriate risk mitigating actions.

Material Developments in Human Resources and Industrial Relations:

Your Company has undertaken certain employees' development initiatives which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out etc.

Functional training and employee engagement was given adequate weight age during the year to enhance employee productivity and morale. Re-training on occupational, health, safety and environment were carried out in both the manufacturing facilities to improve awareness.

Outlook

Your company is well-prepared for this evolving market landscape and is well geared to take the path of niche products in its array through marketing synergies, branding efforts ethical approach and geographical reach. We started our endeavour to build trusted partnerships with leading hyper-scalers and other key Industry partners who can strengthen our Modernization play. Fortifying our research content and serving our customers in the best of their interest will remain an integral part of our business strategy. We endeavour to move up the value chain and make AVANCE a preferred partner for everything for reselling of IT Products and Peripherals in India. Your Company remains optimistic about its long-term growth prospects.

Internal Control System and Adequacy

The Company maintains adequate internal control systems, which provide among other things reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company's assets. The Internal Auditors have introduced several objective tools to assess strengths of our internal controls as also, identify areas where it needs to be further strengthened. The scope and authority of the Internal Audit are well defined in the internal audit charter, approved by the Audit Committee. Internal audit plays a key role in providing an assurance to the Board of Directors of adequate internal control system. The audit committee at its meetings reviewed the reports of the internal auditors as well as the Risk Management process of the Company.

Cautionary Statement

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimates and expectations may constitute Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

Corporate Governance Report

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's corporate governance philosophy is based on the principles of integrity, transparency, accountability and responsible corporate conduct to enhance investor confidence and protect the interest of all its stakeholders and to oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising employees, investors, customers, regulators, suppliers and the society at large.

The Company's Board and top management of the Company are fully apprised of the affairs of the Company that is aimed at assisting them in the efficient conduct of the Company's business so as to meet Company's obligation to the stakeholders. The Company believes that good Corporate Governance fosters long-term corporate goals and enhances stakeholders' value. Our Code of Conduct is our constitution, supporting each of us to maximize opportunities while minimizing risks; to make bold and ethical decisions that serve our purpose;

The Company continues to be in compliance with the provisions of Corporate Governance as set out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

We continue to set high standards of governance which not only meet the applicable legislation but go beyond in many areas of our functioning.

GOVERNANCE STRUCTURE/ BOARD OF DIRECTORS

A. Composition of the Board and their inter-se relationship

The Board has a good, diverse, and optimum mix of Executive and Non-Executive Directors, independent and women directors, the composition is in line with the applicable provisions of Companies Act, 2013 and as stipulated under the SEBI Listing Regulations.

As on 31st March 2024, the Company has 06 Directors out of which 01 (One) Managing Director, 02 (Two) Non-Executive Director, 03 (Three) are Independent Directors. None of the independent directors have any inter-se relationship.

None of the directors on the Board holds directorships in more than 10 public companies or serves as a Director or as Independent Director (ID) in more than seven listed entities. No Executive Director serves as an ID in more than three listed entities.

Necessary disclosures regarding Committee positions in other public companies as on 31st March 2024, have been made by the Directors.

Constitution and related information as on the Financial Year 2023-24:

Name of Directors & Category	Designation	No. of Directorship in listed Companies (including "AVANCE") s	No. of Committee position held #		Directorship in other listed entities (Category of Directorship)
			As Chairman	As Member	

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Mr. Srikrishna Bhamidipati (Executive)	Managing Director & Chairman	02	02	Nil	(Independent Director) Eco Recycling Limited
Mr. Vasant Bhoir (Non-Executive-Non-Independent)	Non-Executive Director	02	Nil	02	(Director) Panki Investments Limited
Mr. Deepak Mane (Non-Executive-Non-Independent)	Non-Executive Director	01	Nil	Nil	Nil
Mrs. Shakila Makandar (Non-Executive-Independent)	Independent Director	01	Nil	02	Nil
Mr. Akshay Nawale (Non-Executive-Independent)	Independent Director	03	05	01	(Independent Director) Allied Computers International (Asia)Limited (Independent Director) Sanguine Media Limited
Mr. Sanjay Devlekar (Non-Executive-Independent)	Independent Director	02	01	01	(Independent Director) Aadhaar Ventures India Limited

Notes:

- § Includes Directorships held in Public Limited Companies only and Directorships held in Private Companies, Foreign Companies and Companies under Section 8 of the companies Act, 2013 are excluded.
- # Includes only positions held in Audit Committee and Stakeholders Relationship Committee of Board of Directors.

B. Independent Directors

During the year under review and as on date, the Board consists of 03 (Three) independent directors. None of the independent directors have resigned before the expiry of his/her tenure during the financial year. Each independent director of the Company, at the time of appointment, and thereafter at the beginning of each financial year, submits a declaration confirming its independence under Section 149(6) of the Act read with Schedule IV thereunder, and Regulation 16 of the SEBI Listing Regulations, with a confirmation that he/ she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact its ability to discharge its duties with an objective independent judgment and without any external influence. Such declarations of independence received from the independent directors are noted and taken on record by the Board. Accordingly, based on the declarations received from all independent directors and in the opinion of the Board, the independent directors of the Company fulfil the conditions specified in the Act and SEBI Listing Regulations and are independent of the management.

C. Meeting of Independent Directors:

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During the year, a separate meeting of the Independent Directors was held on 07th February, 2024 without the presence of Non-Executive Directors / Managing Director / Management to discuss the matter as required/agreed amongst them.

D. Core Skills/Expertise/Competencies of the Board of Directors

Pursuant to the requirement of SEBI Listing Regulations, as amended, the Board has identified that the Directors on the Board are professionals, having expertise in their respective functional areas and bring an extensive range of skills and experience to the Board.

E. Meetings of the Board of Directors

The Board met 10 (Ten) times during the Financial Year 2023-24 viz. 18th April, 2023, 30th May, 2023, 11th August, 2023, 04th September, 2023, 25th September, 2023, 04th November, 2023, 18th January, 2024, 07th February, 2024, 17th February, 2024 and 23rd February, 2024.

Attendance of Board of Directors at the Board Meeting and the Last Annual General Meeting:

Name of Directors	Number of Board Meetings attended out of Meetings liable to attend	Attendance of the Last AGM dated September 29, 2023
Mr. Srikrishna Bhamidipati	10/10	Yes
Mrs. Shakila Makandar	10/10	Yes
Mr. Akshay Nawale	10/10	Yes
Mr. Sanjay Devlekar	10/10	Yes
Mr. Vasant Bhoir	10/10	Yes
Mr. Deepak Mane	10/10	Yes

F. Familiarization programme for Independent Directors

The Company has an orientation process/ familiarization programme for its Independent Directors that includes

- Briefing on their role, responsibilities, duties, and obligations as a member of the Board.
- Nature of business and business model of the Company, Company's strategic and operating plans
- Matters relating to Corporate Governance, Code of Business Conduct, Risk Management, Compliance Programs, Internal Audit, etc.

As a process when a new independent director is appointed on the Board of the Company, a familiarization programme as described above is conducted by the senior management team and whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed. Information relating to familiarization programme is available on the website of the company at [https:// www.avance.in](https://www.avance.in)

G. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 and Regulation 25 of the SEBI Listing Regulations, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, Composition of the Board and Committees, culture, execution and performance of specific duties, obligation and governance. The performance evaluation of the Independent Directors was completed.

During the financial year under review, the Independent Directors met on 07th February, 2024 inter-alia, to discuss:

- ✓ Performance evaluation of Non-Independent Directors and Board of Directors as a whole;

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- ✓ Performance evaluation of the Chairman of the Company;
- ✓ Evaluation of the quality of flow of information between the Management and Board for effective performance by the Board. The Board of Directors expressed their satisfaction with the evaluation process.

I. Shares/ Convertible Instruments held by Non-Executive Directors

None of the Non-executive Directors of the Company hold Shares or Convertible Instruments of the Company.

AUDIT COMMITTEE

Pursuant to the provisions of Section 177 of the Companies Act, 2013, and Rules made thereunder and Regulation 18 of the SEBI Listing Regulations, the Company has in place an Audit Committee.

The Audit Committee comprises of 03 (Three) Directors out of which 02 (Two) are Independent Directors and 01 (One) is Non-Executive Director. The Chairman of the Audit Committee is an Independent Director.

The Audit Committee is primarily responsible for overseeing:

- The integrity of the Company's financial statements;
- The internal control arrangements;
- The compliance of financial statements with legal and regulatory requirements;
- The performance, qualifications, and independence of the Statutory Auditors and the performance of the internal audit function.

All recommendations made by the Audit Committee were deliberated and accepted by the Board during FY 2023-24.

The Committee met 06 (Six) times during the year on 30th May, 2023, 11th August, 2023, 04th September, 2023, 25th September, 04th November, 2023 and 07th February, 2024 and the attendance of Members at the Meetings were as follows:

Name of Member	Category	Designation	No. of Meetings attended/held
Mr. Akshay Nawale	Non-Executive - Independent	Chairman	06/06
Mrs. Shakila Makandar	Non-Executive - Independent	Member	06/06
Mr. Vasant Bhoir	Non-Executive	Member	06/06

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 29th September, 2023.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of 03 (Three) Directors out of which 02 (Two) are Independent Directors and 01 (One) is Non-Executive Director. The Chairman of the Committee is an Independent Director.

The composition of the Committee adheres to the requirements of Regulation 19 of the SEBI Listing Regulations. The role of the Nomination and Remuneration Committee as specified in Part D of the Schedule II, inter-alia includes following:

- Recommending candidates for appointment as Directors on the Board or on the Management Committee, or as Key Managerial Personnel in accordance with the criteria laid down;
- Recommending the level and structure of remuneration for members of the Board and the Management Committee and Key Managerial Personnel;

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- Performance evaluation of each of the Directors and the Board and the Key Managerial Personnel;
- Ensuring orderly succession planning at the Board level;

The Committee met once during the year on 04th September, 2023 and the attendance of Members at the Meeting is as follows:

Name of Member	Category	Designation	No. of Meetings attended/held
Mr. Akshay Nawale	Non-Executive - Independent	Chairman	01/01
Mrs. Shakila Makandar	Non-Executive - Independent	Member	01/01
Mr. Vasant Bhoir	Non-Executive	Member	01/01

Annual Evaluation of Board of Directors, its Committees and Individual Directors

The Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors, and accordingly, an annual evaluation of the performance of the Board, Committees and individual Directors has been carried out pursuant to the provisions of the Act and SEBI Listing Regulations..

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of Independent Directors, they considered and discussed about performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company. The performance was evaluated based on individual views, team work skills, area of strength, working pattern and execution of plans towards the growth of the Company.

Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee is in accordance with the Section 178 of the Companies Act, 2013 and the Regulation 20 of the SEBI Listing Regulations among others, to oversee and review the engagement and communication plan with stakeholders and ensure that their views / concerns are highlighted to the Board and steps are taken to address such concerns, to monitor and review the investor service standards of the Company, to look into the transfer/ transmission of securities.

The Stakeholder's Relationship Committee comprises of 03 (Three) Directors out of which 02 (Two) are Independent Directors and 01 (One) is Non-Executive Director. The Chairman of the Committee is an Independent Director.

The Committee met Twice during the year i.e. on 30th May 2023, and 07th February 2024 and the attendance of Members at the Meetings were as follows:

Name of Member	Category	Designation	No. of Meetings attended/held
Mr. Akshay Nawale	Non-Executive --Independent	Chairman	02/02
Mrs. Shakila Makandar	Non-Executive - Independent	Member	02/02
Mr. Vasant Bhoir	Non-Executive	Member	02/02

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Risk Management Committee

Risk management is embedded in your company's operating framework. Your company believes that managing risk helps in maximizing returns. The company's approach to addressing business risk is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks.

The management of the Company through its board meetings reviews, identifies, and mitigates various risks which may have negative consequences on the Company's business. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations.

The Risk Management Committee comprises of 03 (Three) Directors out of which 02 (Two) are Independent Directors and 01 (One) is Non-Executive Director. The Chairman of the Committee is an Independent Director.

The Committee met **02** times during the year on 04th November, 2023 and 07th February, 2024 and the attendance of Members at the Meetings were as follows:

Name of Member	Category	Designation	No. of Meetings attended/held
Mr. Akshay Nawale	Non-Executive - Independent	Chairman	02/02
Mrs. Shakila Makandar	Non-Executive - Independent	Member	02/02
Mr. Vasant Bhoir	Non-Executive	Member	02/02

Investor Grievance Redressal

During the year under review, there were no investor grievances pending for Redressal as the end of the financial year and all the queries from the stakeholders were attended to promptly. Further, there were no pending transfers for the year under review.

Company Secretary & Compliance Officer

CS Sneha Shrivastava

Company Secretary & Compliance Officer

Mem. No: A36145

Phone: - +91 9594988351

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

Independent Directors Meeting

The Independent Directors of your Company met on **07th February, 2024** without the presence of Non-Independent / Executive Directors and Members of the Management. At this Meeting, the Independent Directors inter alia reviewed the performance of the Non-Independent Directors and the Board of Directors as a whole, reviewed the performance of the Chairman of your Board and assessed the quality, quantity and timeliness of flow of information between the Management and the Board of Directors.

REMUNERATION OF DIRECTORS

Pecuniary Relationships or Transactions

During the year under review, apart from what approved, there are no pecuniary transactions with any non-executive directors of the Company. The register of contracts is maintained by the Company pursuant to section 189 of the Companies Act, 2013.

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Director's Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employee is available on the website of your Company www.avance.in. There has been no change in the policy since last financial year. The Remuneration Policy is in consonance with the existing industry practice.

Criteria for making payment to Non-Executive Directors

Non- Executive Directors of the Company plays a crucial role in the independent functioning of the Board. They bring in an external perspective to decision making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on www.avance.in

Details of Remuneration to Directors

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any executive and/or non-executive director.

In 2023-24, the Company did not advance any loans to any of the non-executive directors, and/or Managing Director. Details of remuneration paid/payable to directors during 2023-24 are provided in the Financial Statements annexed herewith.

Certificate from a Company Secretary in practice

The Company has obtained a certificate from CS Aarju Agrawal, Practicing Company Secretary (Membership No. A42507 & COP No.15770) that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

GENERAL BODY MEETINGS

Annual General Meeting

Details of location, time & date of last 03 (three) Annual General Meetings (AGM) are given below:

Year	Day, Date and Time of Meeting	Venue	Special Resolution Passed
2022-23	Friday, 29 th September, 2023 at 09:30 a.m.	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104	To approve the re-appointment of Mrs. Shakila Makandar (DIN: 06513263) as an Independent Director of the Company for a second term of five consecutive years.
2021-22	Friday, 30 th September, 2022 at 10:30 a.m.	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104	To approve the re-appointment of Mr. Akshay Nawale (DIN: 07597069) as an Independent Director of the Company for a second term of five consecutive years.
2020-21	Friday, 24 th September, 2021 at 09:00 a.m.	Unit No. 7, Aidun Building, 5th floor, Near Metro, New Marine Lines, Mumbai – 400 002	No special resolution was passed in the financial year 2020-21.

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POSTAL BALLOT

During the year under review, the Company completed process of Postal Ballots pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations. CS Jaymin Modi (Membership No. A44248) Proprietor of M/s. Jaymin Modi & Co. Practicing Company Secretary, (COP. No. 16948) was appointed as the Scrutinizer for conducting the postal ballot exercises in a fair and transparent manner.

The voting was conducted through remote e-voting system only. The Company had engaged the services of NSDL to provide e-Voting facility to its Members. The notice of Postal Ballots were accompanied with detailed instructions to enable the members to understand the procedure and manner in which Postal Ballot voting was to be carried out. The details of the resolutions passed during financial year 2023-24 by way of Postal Ballot are as follows:

Financial Year	Date	Particulars
FY 2023-24	28 th October, 2023	<ol style="list-style-type: none">i. Approval of Sub-Division/ Split of Equity Shares of the Company.ii. Approval of Limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013.iii. Increase in the Borrowing Limits under Section 180 (1) (C) of the Companies Act, 2013.iv. Authority for Creation of Charges on the Movable and Immovable Properties of the Company in respect of Borrowings.v. Alteration of Memorandum of Association of the Company.
FY 2023-24	23 rd March, 2024	<ol style="list-style-type: none">i. Increase in authorised share capital and consequent amendment to the capital clause of the Memorandum of Association.ii. To consider and approve the fund raising through issuance of convertible warrants on a preferential basis.

The aforesaid resolutions were passed with requisite majority.

The voting results along with the Scrutinizers' Report have been displayed on the website of Stock Exchange viz: www.bseindia.com and the Company's website i.e. www.avance.in

MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent out to the Stock Exchanges immediately after they are approved by the Board. The Company published the official Press release of un-audited/audited financial results in English Language and Marathi Language and is also available on the website of the Company www.avance.in

GENERAL INFORMATION FOR SHAREHOLDERS

Sr. No.	Particulars	Details
1.	Annual General Meeting date	30 th September, 2024
2.	Annual General Meeting Time	10.00 AM
3.	Venue of Annual General Meeting	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400104.
4.	Financial Year	1 st April 2023 to 31 st March 2024
5.	Book Closure Dates	24 th September, 2024 to 30 th September, 2024

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6.	Cut-off Date	23 rd September, 2024
7.	E-voting period	27 th September, 2024 to 29 th September, 2024
8.	Listing on Stock Exchange	BSE Limited
9.	Scrip Code	512149
10.	Depositories	National Securities Depository Limited Central Depository Services (India) Limited
11.	ISIN	INE758A01064
12.	Share Transfer Agents	Purva Sharegistry (India) Pvt. Ltd No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital Lower Parel, Mumbai - 400011, Maharashtra, India. Email Id: support@purvashare.com Tel no.: 022-4970 0138 / 4961 4132 Website: www.purvashare.com
13.	Company Secretary & Compliance Officer	CS Sneha Shrivastava
14.	Correspondence Address	Office No. 226/227, Majestic Center, Second Floor, 144 Opera House, Mumbai, Maharashtra, 400004
15.	Telephone	+91 9594988351
16.	E-mail	info@avance.in ; avancetechnologiesltd@gmail.com
17.	Website	www.avance.in

FINANCIAL CALENDAR:

Adoption of Quarterly Results for the Quarter ending	Date of the Meeting of the Board of Directors (Tentative & Subject to Change)
30 th June 2024	On or Before 14 th August, 2024
30 th September 2024	On or before 14 th November, 2024
31 st December 2024	On or before 14 th February, 2025
31 st March 2025	On or before 30 th May, 2025

SHARE TRANSFER SYSTEM

Applications for transfer of shares in physical form are processed by the Company's RTA, Purva Sharegistry (India) Pvt. Ltd, Mumbai. The Transfer Committee constituted for transfer/transmission of shares, issue of duplicate shares, demat/remat request and allied matters considers and approves the share transfer once in ten days' subject to transfer instrument being valid and complete in all respects. The Company obtained Certificates from Company Secretary in Practice for Compliance of Share transfer formalities pursuant to Regulation 40(9) of The SEBI Listing Regulations on yearly basis. The Company also carried out quarterly Secretarial Audit for the reconciliation of Share Capital regularly.

CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Conduct to regulate, monitor and report trading by designated persons in securities of the Company and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENT AS ON 31ST MARCH, 2024

The Company does not have any outstanding GDRs/ ADRs/ Warrants/Convertible Instruments as on 31st March 2024.

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STOCK MARKET PRICE HIGH-LOW DATA OF THE COMPANY FOR THE YEAR 2023-2024:

The monthly high and low share prices and market capitalization of equity shares of the Company traded on BSE from 01st April, 2023 to 31st March 2024 and the comparison in performance of share price of the Company vis-à-vis broad based Indices are given below:

Month	Share Price at BSE		Total Number of Equity Shares Traded	S&P (BSE Sensex)	
	High (Rs.)	Low (Rs.)		High (Rs.)	Low (Rs.)
Apr-23	0.63	0.35	19557679	61,209.46	58,793.08
May-23	1.66	0.66	27908530	63,036.12	61,002.17
Jun-23	2.66	1.61	39600395	64,768.58	62,359.14
Jul-23	2.51	1.81	1519066	67,619.17	64,836.16
Aug-23	1.72	1.18	43240686	66,658.12	64,723.63
Sep-23	1.74	1.29	14002909	67,927.23	64,818.37
Oct-23	2.12	1.79	30527454	66,592.16	63,092.98
Nov-23	2.40	0.49	42248123	67,069.89	63,550.46
Dec-23	0.82	0.63	93173897	72,484.34	67,149.07
Jan-24	1.08	0.83	54383449	73,427.59	70,001.60
Feb-24	1.50	1.10	106788642	73,413.93	70,809.84
Mar-24	1.71	1.26	87406810	74,245.17	71,674.42

SUMMARY OF SHAREHOLDING PATTERN AS ON 31ST MARCH 2024

Sr. No	Description	No. of Shares	% of shareholding
1	Promoter	1,35,00,000	0.68
2	Bodies Corporate	56,22,22,075	28.37
3	Individuals	1,23,92,79,537	62.53
4	Clearing Members	16,88,690	0.09
5	N.R.I.	1,88,54,805	0.95
6	Overseas Corporate Bodies	0	0.00
8	Hindu Undivided Family	3,05,04,573	1.54
9	Any Other	11,58,67,750	5.84
	TOTAL	1,98,19,17,430	100.00

DISTRIBUTION OF SHAREHOLDING AS AT 31ST MARCH 2024

Particulars	Number of Shareholders	% of Total	In Rs.
1 to 100	16629	21.72	6,98,491
101 to 200	4710	6.15	7,49,128
201 to 500	9710	12.68	37,84,368
501 to 1000	10066	13.15	87,84,834
1001 to 5000	18621	24.32	5,46,34,140

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5001 to 10000	6372	8.32	5,31,05,467
10001 to 100000	8942	11.68	30,97,40,823
100001 to Above	1519	1.98	1,55,04,20,179
Total	76569	100.00	1,98,19,17,430

REGISTRAR AND TRANSFER AGENT:

Purva Sharegistry (India) Pvt. Ltd

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

Email Id: support@purvashare.com

Tel no.: – 022-4970 0138 / 4961 4132

Website: www.purvashare.com

De-materialization of shares and liquidity:

As on 31st March 2024, 1,97,90,73,140 Equity Shares aggregating to 99.86% of the total issued and paid up shares Capital of the Company were held on dematerialized form. Details of the Demat and Physical shareholding of the Company are a under:

Particulars	No. of shares	Percentage (%)
At National Securities Depository Limited	74,79,36,406	37.74
At Central Depository Services (India) Limited	1,23,11,36,734	62.12
In Physical Form	28,44,290	0.14
Total Paid-up Share Capital	1,98,19,17,430	100.00

Disclosures of Accounting Treatment in preparation of Financial Statement:

The Company has followed the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI), in preparation of its Financial Statements.

Investors' Correspondence

AVANCE TECHNOLOGIES LIMITED

(CIN: L51900MH1985PLC035210)

Office No. 226/227, Majestic Center, Second Floor,

144 Opera House, Mumbai – 400 004

Contact No.: +91 9594988351

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

Website: www.avance.in;

OTHER DISCLOSURES

1. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large.

2. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years:

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The Company has complied with the requirements of regulatory authorities on capital markets and no penalties / strictures have been imposed against it in the last three years.

3. Vigil Mechanism – Whistle Blower Policy

The Company has adopted a Whistle Blower Policy/Vigil Mechanism and has established the necessary mechanism for directors/employees to report concerns about unethical behavior. The Policy has been uploaded on website of the Company at the link www.avance.in. No personnel have been denied access to the Audit Committee and/or its Chairman.

4. Disclosure of Commodity Price Risk and Commodity Hedging Activities

The Company does not trade in commodities. The Commodity price risk and commodity hedging activities are not applicable to the Company. Therefore, the said disclosure is not applicable to the Company.

5. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the year under review, the Company took approval from its members through Postal Ballot on 23rd March 2024 for raising of fund upto Rs. 57,00,00,000.00/- (Rupees Fifty Seven Crores) by issuing 57,00,00,000 (Fifty Seven Crores) Convertible Equity Warrants (“Warrants”), with each warrant convertible into 1 (one) fully paid up equity shares of Re. 1/- (Rupee One only) through preferential allotment. The Warrants are yet to be allotted.

6. Whether the board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

During the Financial Year 2023-2024, the Board has accepted all the recommendation of its committee.

7. Fees to the Statutory Auditor:

The details related to fees paid to the statutory auditors are given in the Note No.23 of the Financial Statement.

8. Fees to the Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

During the FY 2023-24, no complaint under above said policy has been received.

9. Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount’:

During the FY 2023-24, the Company has not given any ‘Loans and Advances’ in the nature of loan to Firms/ Companies in which Directors are interested.

10. Details of material subsidiaries of the Company, including the date and place of incorporation:

Avance Ventures Private Limited, wholly owned subsidiary was incorporated on 21st April 2023 at Mumbai, Maharashtra.

11. Compliance Certificate with Corporate Governance Requirements:

The certification by the Managing Director and Chief Financial Officer of the Company, in compliance of Regulation 17(8) read with Part B, Schedule II of the SEBI Listing Regulations, is annexed here with as a part of the report.

Practicing Company Secretaries have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Schedule V of the SEBI Listing Regulations and the said certificate is annexed to the Report. The Company has also received a certificate from CS Aarju Agrawal, Practicing Company Secretary (Mem. No. A42507 & COP No. 15770) that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

12. Disclosure on Non-Mandatory Requirements of Regulation 27 of SEBI (LODR) Regulations, 2015:

The Company has adopted following non-mandatory requirement of Part E of Schedule II of SEBI (LODR) Regulations, 2015:

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- (a) The Board
- (b) Shareholder Rights
- (c) Modified Opinion(s) in audit report
- (d) Reporting of internal auditor

13. Disclosure of shares held in suspense account:

As per regulation 34(3) read with Schedule V of the Listing Regulations, no shares of the Company is lying in the suspense account.

14. Management discussion and analysis Report:

Management discussion and analysis report forms separate part of this Annual Report.

15. Disclosure:

The company has not entered into any transaction of a material nature with the Promoters, the Directors or the Management, their relatives etc. that may have any potential conflict with the interests of the company. The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the year under review.

FORM NO. AOC – 1

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Part A: Subsidiary Information

Particulars	Details
Name of the subsidiary	Avance Ventures Private Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 st March 2024
Date of subsidiary incorporation	21 st April 2023
Reporting currency	INR
Exchange Rate	Not applicable
Capital	Rs. 10,00,000/-
Reserves & Surplus	Rs. 2,80,46,016/-
Total Assets	Rs. 51,33,72,048/-
Total Liabilities	Rs. 57,30,92,140/-
Investments	Rs. 8,87,66,108/-
Turnover	Rs. 75,00,13,187/-
Profit before Taxation	Rs. 2,80,46,016/-
Provision for Taxation	NIL
Profit after Taxation	NIL
Proposed Dividend	NIL
% of shareholding	100%

Names of subsidiaries which are yet to commence operations: None

Names of subsidiaries which have been liquidated or sold during the year: None

Part B: Associates and Joint Ventures

There are no associate or joint ventures as on the date of this report.

FORM NO. 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)

Form for disclosure of particulars of contracts / arrangements entered by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013.
-NIL-							

Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013.
Avance Ventures Private Limited	Advance	-	-	-	-	24257500	-

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2024

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:

Sr. No.	Particulars	Details
1.	CIN	L51900MH1985PLC035210
2.	Registration Date	30/01/1985
3.	Name of the Company	Avance Technologies Limited
4.	Category/ Sub-Category of the Company	Company limited by Shares
5.	Address of the Registered office & contact details	Office No. 226/227, Majestic Center, Second Floor, 144 Opera House, Mumbai – 400 004. Tel: +91 9594988351 E-mail: avancetechnologiesltd@gmail.com ; info@avance.in
6.	Whether listed company	Listed on BSE Limited
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Private Limited No. 9, Shiv shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai – 400 011. Email Id: support@purvashare.com Tel No.: 022 - 23016761

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Avance Ventures Private Limited Add: Office No. 226/227, Majestic Center, Second Floor, 144 Opera House, Mumbai – 400 004.	U62099MH2023PTC401309	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year 01 st April 2023				No. of Shares held at the end of the year 31 st March 2024				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoter									
1) Indian									
a) Individual/ HUF	1744026	-	1744026	0.88	13500000	-	13500000	0.68	(0.20)

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b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total A (1)	1744026	-	1744026	0.88	13500000	-	13500000	0.68	(0.20)
2) Foreign									
1) NRIs-Individuals	-	-	-	-	-	-	-	-	-
2)Other-Individuals	-	-	-	-	-	-	-	-	-
3) Bodies Corp.	-	-	-	-	-	-	-	-	-
4) Banks / FI	-	-	-	-	-	-	-	-	-
5) Any Other	-	-	-	-	-	-	-	-	-
Sub-total A(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter [A(1)+A(2)]	1744026	-	1744026	0.88	13500000	-	13500000	0.68	(0.20)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	4500	-	4500	0.00	45000	-	45000	0.00	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	4500	-	4500	0.00	45000	-	45000	0.00	-
2. Non-Institutions									
a) Bodies Corp.									
(i) Indian	77196863	7750	77204613	38.95	562144575	77500	562222075	28.37	(10.59)
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	21652130	268469	21920599	11.06	404789753	2684690	407474443	20.56	9.50
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	91649721	8010	91657731	46.25	831724994	80100	831805094	41.97	(4.28)
c) Others (Specify):									
Unclaimed or Suspense or Escrow Account	-	-	-	-	-	-	-	-	-
IEPF	-	-	-	-	-	-	-	-	-
LLP	1031000	-	1031000	0.52	115822750	-	115822750	5.84	5.32
Foreign Nationals	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Alternate Investment Fund	-	-	-	-	-	-	-	-	-
NRI	938243	200	938443	0.47	18852805	2000	18854805	0.95	0.48
Foreign Corporate Bodies	-	-	-	-	-	-	-	-	-
Trust	-	-	-	-	-	-	-	-	-
HUF	3253155	-	3253155	1.64	30504573	-	30504573	1.54	(0.10)
Employee	-	-	-	-	-	-	-	-	-
Clearing Members	437676	-	437676	0.22	1688690	-	1688690	0.09	(0.14)

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Depository Receipts	-	-	-	-	-	-	-	-	-
Other Directors and Relatives	-	-	-	-	-	-	-	-	-
Market Makers	-	-	-	-	-	-	-	-	-
Societies	-	-	-	-	-	-	-	-	-
Trust where any person belonging to promoter and promoter group	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	196158788	284429	196443217	99.12	1965528140	2844290	1968372430	99.32	0.20
Total Public Shareholding (B)=(B)(1)+ (B)(2)	196158788	284429	196443217	99.12	1965528140	2844290	1968372430	99.32	0.20
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	197907314	284429	198191743	100.00	1979073140	2844290	1981917430	100.00	-

* The Company has made the sub-division/split of face value of Equity Shares from Rs. 05/- (Rupees Five only) to Re. 01/- (Rupee One only) with effect from 10th November 2023.

**Shareholding of Mr. Deepak Satyaprakash Goyal classified from "Promoter Category" to "Public Category" w.e.f. 23rd February 2024. Consequently, shareholding of Promoter Group decreased from 0.88% to 0.68%.

B) Shareholding of Promoter:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Co.	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Co.	% of Shares Pledged/ encumbered to total Shares	
1.	Srikrishna Bhamidipati	13500000	0.68	-	13500000	0.68	-	-
	Total	13500000	0.68	-	13500000	0.68	-	-

*Shareholding of Mr. Deepak Satyaprakash Goyal classified from "Promoter Category" to "Public Category" w.e.f. 23rd February 2024. Consequently, shareholding of Promoter Group decreased from 0.88% to 0.68%.

C) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1.	Srikrishna Bhamidipati	13500000	0.68	-	-	-	13500000	0.68
2.	Deepak Satyaprakash Goyal*	3940260	0.20	23/02/2024	(3940260)	Re-classification	-	-

*Shareholding of Mr. Deepak Satyaprakash Goyal classified from "Promoter Category" to "Public Category" w.e.f. 23rd February 2024. Consequently, shareholding of Promoter Group decreased from 0.88% to 0.68%.

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D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Share Holder's Name	Shareholding as at 31 st March 2023		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding at the end of the year	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% change in share holding during the year
1	Golding Mercantile Pvt Ltd	14790000	7.46	-	-	-	14790000	7.46
2	Shreni Construction Private Limited	9790000	4.94	-	-	-	9790000	4.94
3	Kinita Real Estate Private Limited	9536666	4.81	-	-	-	9536666	4.81
4	Intertick Developers Private Limited	5986666	3.02	-	-	-	5986666	3.02
5	Anupam Narain Gupta	5583504	2.82	-	-	-	5583504	2.82
6	Sunayana Investment Co. Ltd.	5262128	2.66	-	-	-	5262128	2.66
7	Jayalalita Commodities Private Limited	5156666	2.60	-	-	-	5156666	2.60
8	Lander Infraprojects Private Limited	4911939	2.48	-	-	-	4911939	2.48
9	Nirbhay Properties Private Limited	4779985	2.41	-	-	-	4779985	2.41
10	Lifefour Multitrading Private Limited	4140000	2.09	-	-	-	4140000	2.09
11	Suryakant Sevantilal Thakkar	3500000	1.77	30/03/2024	3500000	Buy	3500000	1.77
12	Adan Traders	250000	0.13	07/04/2023	(250000)	Sell	24620550	12.42
				23/06/2023	2500000	Buy		
				14/07/2023	5040550	Buy		
				21/07/2023	6000000	Buy		
				31/08/2023	11080000	Buy		

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1.	Srikrishna Bhamidipati	13500000	0.68	-	-	-	13500000	0.68

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V. INDEBTEDNESS – Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year				
*Addition	-	-	-	-
*Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify.	-	-
5	Others, please specify	-	-
	Total (A)	-	-

B) Remuneration to other Directors:

Sr. No	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-

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	Total (1)	-	-
2	Other Non-Executive Directors	-	-
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others – Directors Remuneration	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-

C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

Sr. No	Particulars of Remuneration	Key Managerial Personnel	
		Mrs. Sneha Shrivastava (Company Secretary & Compliance Officer)	Total
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,19,434	4,19,434
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify -	-	-
	Total	4,19,434	4,19,434

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	NONE	NONE	NONE	NONE	NONE
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment					
Compounding					

DETAILS OF REMUNERATION UNDER SECTION 197 OF COMPANIES ACT, 2013 AND RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. **Ratio of the remuneration of each Director including Managing Director, Chief Executive officer, Chief Financial Officer, Company Secretary or Manager, if any, to the median remuneration of the employees of the Company in the Financial Year 2023-24 is as follows:**

Sl. No.	Name of Director	Designation	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Srikrishna Bhamidipati	Chairman & Managing Director	-
2.	Mrs. Shakila Makandar	Non-Executive - Independent Director	-
3.	Mr. Akshay Nawale	Non-Executive - Independent Director	-
4.	Mr. Sanjay Devlekar	Non-Executive - Independent Director	-
5.	Mr. Vasant Bhoir	Non-Executive Director	-
6.	Mr. Deepak Mane	Non-Executive Director	-
7.	Mrs. Sneha Shrivastava	Company Secretary & Compliance Officer	14.40

2. **Details of percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, and Company Secretary Financial Year 2023-24 are as follows:**

Sl. No.	Name of Director	Designation	% Increase/ Decrease
1.	Mr. Srikrishna Bhamidipati	Chairman & Managing Director	-
2.	Mrs. Shakila Makandar	Non-Executive - Independent Director	-
3.	Mr. Akshay Nawale	Non-Executive - Independent Director	-
4.	Mr. Sanjay Devlekar	Non-Executive - Independent Director	-
5.	Mr. Vasant Bhoir	Non-Executive Director	-
6.	Mr. Deepak Mane	Non-Executive Director	-
7.	Mrs. Sneha Shrivastava	Company Secretary & Compliance Officer	0.00

3. **Percentage increase in the median remuneration of employees Financial Year 2023-24.**

There is no increase in median remuneration of all employees in Financial Year 2023-24.

4. **Number of Permanent Employees on the roll of the Company as on 31st March, 2024.**

There are 06 (Six) Permanent Employees on roll of the Company as on 31st March, 2024.

5. **Comparison of average percentile increase in the salaries of employees other than the managerial personnel and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

There was no increase in remuneration done during the Financial Year 2023-24.

6. **Affirmation:**

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

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There was no Employees who;

- a. are in receipt of remuneration for the Financial Year 2023-24, in the aggregate, was not less than one crore and two lakh rupees;
- b. are in receipt of remuneration for any part of the Financial Year 2023-24, at a rate which, in the aggregate, was not less than eight lakh fifty thousand rupees per month;
- c. are in receipt of remuneration in the Financial Year 2023-24, 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.

Certificate of Non-disqualification of Directors
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Avance Technologies Limited
Office No. 226/227, Majestic Center, Second Floor,
144 Opera House, Mumbai, Maharashtra, 400004

I have examined the relevant disclosures provided by the Directors (as enlisted in Table A) of **Avance Technologies Limited** bearing **CIN L51900MH1985PLC035210**, having registered office situated at Office No. 226/227, Majestic Center, Second Floor, 144 Opera House, Mumbai, Maharashtra, 400004 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my knowledge and based on the following:

- Documents available on the website of the Ministry of Corporate Affairs;
- Verifications of Directors Identification Number (DIN) status on the website of the Ministry of Corporate Affairs;
- Disclosures provided by the Directors (as enlisted in Table A) of the Company; and
- Debarment list of the Bombay Stock Exchange and National Stock Exchange,

I hereby certified that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on 31st March 2024.

Sr. No.	Name of the Directors	DIN	*Date of appointment in the Company
1	Mr. Srikrishna Bhamidipati	02083384	15/01/2002
2	Mrs. Shakila Makandar	06513263	23/10/2018
3	Mr. Vasant Tukaram Bhoir	07596882	01/10/2016
4	Mr. Akshay Vijay Nawale	07597069	06/09/2017
5	Mr. Sanjay Atmaram Devlekar	07847440	05/09/2019
6	Mr. Deepak Yallappa Mane	07984967	30/09/2019

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Nagpur
Date: 21st August, 2024

For AARJU AGRAWAL & ASSOCIATES
Company Secretaries

Sd/-
AARJU AGRAWAL
Proprietor
ACS No: A42507 CP No: 15770
UDIN: A042507F001017569
P/R No.: 2871/2023

Certificate from Practicing Company Secretary on Corporate Governance
[Pursuant to schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Avance Technologies Limited
Office No. 226/227, Majestic Center, Second Floor,
144 Opera House, Mumbai, Maharashtra, 400004

I have examined the compliance of related conditions of Corporate Governance by **Avance Technologies Limited** (“the Company”) for the year ended 31st March 2024 as specified under Regulation 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended.

Management’s Responsibility:

The compliance of the conditions of Corporate Governance is the responsibility of the management including the preparation and maintenance of all the relevant records and documents. This responsibility includes formation, implementation and maintenance of all the internal control and procedures to ensure the compliance with condition of the Corporate Governance stipulated in the Listing Regulations.

Auditor’s Responsibility:

My examination is limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is my responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31st March 2024.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March 2024.

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

Place: Nagpur
Date: 21st August, 2024

For AARJU AGRAWAL & ASSOCIATES
Company Secretaries

Sd/-
AARJU AGRAWAL
Proprietor
ACS No: A42507 CP No: 15770
UDIN: A042507F001017571
P/R No.: 2871/2023

Declaration by Managing Director

To,
The Members,
Avance Technologies Limited
Office No. 226/227, Majestic Center, Second Floor,
144 Opera House, Mumbai, Maharashtra, 400004

Sub: Declaration regarding compliance with the Company's Code of Conduct for Directors and Employees

Ref.: Regulation 34(3) read with Part D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Srikrishna Bhamidipati, Managing Director of Avance Technologies Limited, hereby declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the Code of Conduct for Directors and Employees of the Company.

For Avance Technologies Limited

Sd/-
Srikrishna Bhamidipati
Managing Director
DIN: 02083384

Date: 03rd September 2024
Place: Mumbai

Managing Director & CFO Certification on Financial Statements

To,
The Members,
Avance Technologies Limited
Office No. 226/227, Majestic Center, Second Floor,
144 Opera House, Mumbai, Maharashtra, 400004

We, **Srikrishna Bhamidipati** Managing Director and **Vijay Purohit** Chief Financial Officer of **Avance Technologies Limited** (“the Company”), to the best of our knowledge and belief certify that:

- A. We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2024 and best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company’s affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s Code of Conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditor and the Audit Committee
- (1) Significant changes in internal control over financial reporting during the year;
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant frauds of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

For Avance Technologies Limited

Sd/-
Srikrishna Bhamidipati
Managing Director
DIN: 02083384

Sd/-
Vijay Purohit
Chief Financial Officer

Date : 03rd September 2024
Place: Mumbai

Independent Auditors' Report

To,
The Members
Avance Technologies Limited
Office No. 226/227, Majestic Center, Second Floor,
144 Opera House, NA Mumbai, Maharashtra – 400004, India

Report on Audit of Ind AS Standalone Financial Statements

Opinion

We have audited the accompanying Ind AS Standalone Financial Statements of **Avance Technologies Limited** (‘the Company’), which comprise the balance sheet as at March 31, 2024, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity for the year the period **April 01, 2023 to March 31, 2024** and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “Ind AS Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, aforesaid Ind AS Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company for the period **April 01, 2023 to March 31, 2024**, the Profit and other comprehensive income, changes in equity and its cash flows for the year ended March 31, 2024.

Basis for Opinion

We conducted our audit of the Ind AS Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Ind AS Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Standalone Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Principal Audit Procedures

Our audit consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- We evaluated the design of internal controls relating to revenue recognition.
- We selected sample of Sales transactions and tested the operating effectiveness of the internal control relating to revenue recognition.
- We carried out a combination of procedures involving enquiry and observation, re performance and inspection.

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- We have tested sample of Sale transactions to their respective customer contracts, underlying invoices and related documents.
- We have performed cut-off procedures for sample of revenue transactions at year-end in order to conclude on whether they were recognized in accordance with Ind-AS 115.

Other Information – Information other than financial statement and Auditor’s Report thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If based on the work we have performed we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with Governance. We have nothing to report in this regard.

Responsibility of Management for Ind AS Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Standalone Financial Statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

Avance Technologies Limited

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resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in the aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced.
- We consider quantitative materiality and qualitative factors in planning the scope of our audit work and in evaluating the results of our work, and to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the '**Annexure A**' statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. 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 purpose of our audit;

Avance Technologies Limited

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- 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 Including other comprehensive income, the Cash Flow Statement, and the statement of change in equity dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid Ind AS Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. 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:
 - 1. The Company has disclosed the impact of pending litigations in its financial position in the Ind AS Standalone Financial Statements.
 - 2. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - 3. The company was not required to transfer any amount to Investor Education and Protection Fund during the financial year.
- a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding whether recorded in writing or not that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
- b) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person(s) or entities including foreign entities (“Funding Parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

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- c) Based on the audit procedures performed, we report that nothing has come to the notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material mis-statement.
- d) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended on March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended on March 31, 2024.

4. No dividend has been declared or paid by the Company during the year.

For Rishi Sekhri and Associates
Chartered Accountants

Sd/-
Rishi Sekhri
Proprietor
Membership No.: 126656
Firm Reg. No: 128216W
UDIN: 23126656GWLNL2307

Date: 28th May, 2024
Place: Mumbai

Annexure 'A' to Independent Auditors' Report

(Referred to Para 1 under the heading on "Report on Other Legal and Regulatory Requirements" section of our report of even date to the members of Avance Technologies Limited for the year ended March 31, 2024)

- (i)
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - (b) As explained to us, the fixed assets have been physically verified by the management during the year at reasonable intervals having regard to the size of the company and nature of its business. No material discrepancies were noticed on such physical verification.
 - (c) As explained to us, there is no immovable property held by the company.
 - (d) The Company has not revalued any of its Property, Plant and Equipments and Intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) The company does not have any inventory. Hence, clause (ii) (a) & (b) are not applicable to the Company.
- (iii)
 - (a) During the year the Company has provided loans or advances in the nature of advances in the ordinary course of business, to the parties other than subsidiaries covered in the register maintained under section 189 of the Companies Act, 2013.
 - (b) During the year the investments made are not prejudicial to the Company's interest.
 - (c) The Company has not granted loans during the year. Therefore Clause 3(iii)(c) of the Order is not applicable.
 - (d) There are no amounts of loans granted to companies which are overdue for more than ninety days.
 - (e) There were no loans that had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
 - (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us, during the year the transactions done by the company as specified in the provisions of sections 185 and 186 of the Companies Act, 2013 are as per the rules and provisions of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.
- (vi) According to the information and explanations given to us, the Company is not covered under Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Act, hence this clause is not applicable to the Company.

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(vii) In respect to Statutory dues:

(a) According to the information and explanations given to us and on the basis of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employee's State Insurance, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities.

As provided to us by the management, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, are Nil.

(b) According to the information and explanations 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 the following:

Sr. No.	Assessment Year	Demand under section	Date on which demand is raised	Amount of Outstanding Demand	Status of Demand
1	2002-03	143 (1)	21/12/2009	1,83,905	Notice of Demand not received by the company.
2	2006-07	143 (1)	11/12/2008	2,90,083	Notice of Demand not received by the company.
3	2007-08	143 (1)	20/12/2009	94,112	Notice of Demand not received by the company.
4	2007-08	143 (3) r/w 147	27/03/2015	61,56,992	Demand is outstanding and appeal against the said demand is filed with CIT (A)-48, Mumbai vide Appeal No. 192/2007-08 dated 29/04/2015 which is still pending.
5	2008-09	143 (1) and 153A	21/03/2016	59,69,374	Demand is outstanding and appeal against the said demand is filed with ITAT and Order Received.
6	2009-10	43 (1), 115 WE 153A	21/03/2016	51,61,399	Demand is outstanding and appeal against the said demand is filed with ITAT and Order Received.
7	2010-11	143 (1) (a) and 153A	21/03/2016	84,99,348	Demand is outstanding and appeal against the said demand is filed with ITAT and Order Received.
8	2011-12	143 (1) (a) and 153A	21/03/2016	1,95,29,323	Demand is outstanding and appeal against the said demand is filed with ITAT and Order Received.
9	2012-13	153A	21/03/2016	69,20,274	Refund of Rs. 2,32,710/- was claimed whereas the department raised a demand to payable which is outstanding and an appeal against the said demand is filed with ITAT and Order Received. New notice received and Filled CIT Appeal dt.30.06.22.
10	2013-14	143(3) and 153 A	21/03/2016	12,89,87,910	Refund of Rs. 9,97,630/- was claimed whereas the department raised a demand to payable which is outstanding and a Demand is

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					outstanding and appeal against the said demand is filed with ITAT and Order Received. New notice received and Filled CIT Appeal dt.30.06.22.
11	2014-15	143(3) and 153 A	21/03/2016	58,47,950	Refund of Rs. 5,44,370/- was claimed whereas the department raised a demand to payable which is outstanding and an appeal against the said demand is filed with ITAT and Order Received. New notice received and Filled CIT Appeal dt.30.06.2022.
12	2015-16	CPC	31/01/2016	93,550	CPC Order
13	2017-18	143(3)	27/12/2019	67,64,052	Demand is outstanding and appeal against the said demand is filed CIT (A) which is still pending.
14	2019-20	143(3)	29/04/2021	1,30,22,070	Demand is outstanding and appeal against the said demand is filed with CIT Appeal.
15	2012-13	143(3)	31/05/2022	1,51,09,733/-	Demand is outstanding and appeal against the said demand is filed CIT (A) which is still pending.
16	2013-14	143(3)	31/05/2022	22,30,07,734/-	Demand is outstanding and appeal against the said demand is filed CIT (A) which is still pending.
17	2014-15	143(3)	31/05/2022	96,80,143/-	Demand is outstanding and appeal against the said demand is filed CIT (A) which is still pending.

Sr. No.	Statute	Amount of Dispute	Financial Year	Forum where Dispute pending
1	Maharashtra Value Added Tax Act, 2002	12,77,23,077/-	2006-07	D C Sales Tax (Appeal), Mumbai
2	Maharashtra Value Added Tax Act, 2002	11,88,14,813/-	2008-09	D C Sales Tax (Appeal), Mumbai
3	Maharashtra Value Added Tax Act, 2002	89,15,552/-	2009-10	D C Sales Tax (Appeal), Mumbai
4	Maharashtra Value Added Tax Act, 2002	35,20,125/-	2011-12	D C Sales Tax (Appeal), Mumbai
5	Maharashtra Value Added Tax Act, 2002	14,96,73,015	2014-15	Writ Petition in Highcourt
6	Maharashtra Value Added Tax Act, 2002	10,89,94,591	2016-17	Writ Petition in Highcourt

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) a) The Company has not defaulted in repayment of loans or other borrowings taken from the banks. The Company has not taken loans from financial institutions and Government.

b) The Company has not been declared wilful defaulter by any bank or financial institution or government or other lender.

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c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

d) On an overall examination of the financial statements of the Company, no funds were raised on short-term basis and neither they have been, used during the year for long-term purposes by the Company.

f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities.

- (x) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised money by way of initial public offer or further public offer including debt instruments and term loans. Also, Company has not made any preferential allotment or private placement of the shares or convertible debentures (fully or partly or optionally). Accordingly, the provisions of clause 3(x) of the order are not applicable to the company and hence not commented upon.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xiii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Standalone Financial Statements as required by the applicable Indian accounting standards.
- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- (xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India,
d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

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- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the company during the financial year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) a) Corporate Social Responsibility (CSR) is not applicable to the company, hence, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b) The Company does not have ongoing projects relating to CSR. Hence reporting under clause 3(xx)(b) of the Order is not applicable.

For Rishi Sekhri and Associates
Chartered Accountants

Sd/-
Rishi Sekhri
Proprietor
Membership No.: 126656
Firm Reg. No: 128216W
UDIN: 23126656GWLNL2307

Date: 28th May, 2024
Place: Mumbai

Avance Technologies Limited

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Annexure ‘B’ to Independent Auditors’ Report

(Referred to Para 2(f) under the heading of “Report on Other Legal and Regulatory Requirements” section of our report of even date to the members of Avance Technologies Limited for the year ended March 31, 2024)

Report on the Internal Financial Controls Over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Avance Technologies Limited** (“the Company”) as of March 31, 2024 in conjunction with our audit of the Ind AS Standalone Financial Statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to financial statements 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 (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls 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 (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 Companies Act, 2013.

Auditors’ Responsibility

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 and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over Financial Reporting, both applicable to an audit of the Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the 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 material respects.

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 Standalone Financial Statements, whether due to fraud or error.

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.

Avance Technologies Limited

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Meaning of Internal Financial Controls over Financial Reporting

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 Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control 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 Standalone 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

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 controls over financial reporting to future periods are subject to the risk that 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.

For Rishi Sekhri and Associates
Chartered Accountants

Sd/-
Rishi Sekhri
Proprietor
Membership No.: 126656
Firm Reg. No: 128216W
UDIN: 23126656GWLNL2307

Date: 28th May, 2024
Place: Mumbai

Standalone Balance Sheet as on 31st March 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note	As at 31 st March 2024	As at 31 st March 2023
ASSETS			
Non-current assets			
Financial assets:			
a) Investments	3	20,197.68	23,662.22
b) Other financial assets	4	939.44	939.44
Deferred tax assets (Net)	5	0.46	0.46
Other non-current assets	6	17,000.98	14,122.99
		38,138.55	38,725.11
Current assets			
Inventories	7	-	658.64
Financial assets			
a) Investments	3	3,954.45	3,954.45
b) Trade receivable	8	792.18	115.35
c) Cash and cash equivalents	9	7.46	5.50
d) Other financial assets	10	2.00	2.00
Other current assets	6	9.44	9.42
		4,765.52	4,745.36
TOTAL ASSETS		42,904.08	43,470.47
EQUITY & LIABILITIES			
Equity			
Equity share capital	11	19,819.17	19,819.17
Other equity	12	17,515.63	17,307.89
		37,334.80	37,127.05
Liabilities			
Non-current liabilities			
Current liabilities			
Financial liabilities			
a) Borrowings	13	-	-
b) Trade payables	14	5,516.24	6,293.74
Other current liabilities	15	1.53	3.50
Provisions	16	51.50	46.18
		5,569.27	6,343.42
TOTAL LIABILITIES		42,904.08	43,470.47
Corporate information and significant accounting policies	1&2		

The notes referred to above form an integral part of financial statements
As per our report of even date attached

**For Rishi Sekhri and
Associates
Chartered Accountants**

**For and on behalf of the Board of Directors of
AVANCE TECHNOLOGIES LIMITED**

Sd/-
Rishi Sekhri
Proprietor
Membership No.:126656
Firm Reg. No: 128216W
UDIN: 23126656GWLNL2307

Sd/-
**Srikrishna
Bhamidipati**
Chairman & MD
DIN: 02083384

Sd/-
Vasant Bhoir
Director
DIN: 07596882

Sd/-
**Vijay
Purohit**
CFO

Sd/-
Sneha Shrivastava
Company Secretary

Place: Mumbai
Date: 28th May 2024

Standalone Statement of Profit and Loss for the year ended 31st March 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Income			
Revenue from operations	17	6,928.93	3,053.20
Other income	18	253.23	1.16
Total Income		7,182.16	3,054.36
Expenses			
Purchases of Stock-in-Trade	19	6,271.59	3,258.87
Changes in inventories of goods	20	658.64	(281.11)
Employee benefit expense	21	8.12	10.69
Finance costs	22	0.03	0.01
Other expenses	23	21.05	15.63
Total expenses		6,959.42	3,004.09
Profit before tax and extraordinary and exceptional items		222.74	50.27
Add/Less: Exceptional Items	24	-	-
Profit before tax and after extraordinary and exceptional items		222.74	50.27
Tax expense:			
Income Tax - current year		15.00	9.67
Income Tax - earlier year		-	-
Deferred tax charge/ (credit)		-	-
Profit (Loss) for the period from continuing operations		207.74	40.60
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss (net of tax)		-	-
(ii) Items that will be reclassified to profit or loss (net of tax)		-	-
Total Comprehensive Income for the period and Other Comprehensive Income		207.74	40.60
Earnings per share (equity shares, par value Re. 1/- each)			
Basic	27	0.0105	0.002
Corporate information and significant accounting policies	1&2		

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For Rishi Sekhri and Associates Chartered Accountants
For and on behalf of the Board of Directors of AVANCE TECHNOLOGIES LIMITED

Sd/-
Rishi Sekhri
Proprietor
Membership No.:126656
Firm Reg. No: 128216W
UDIN: 23126656GWLNL2307

Sd/-
Srikrishna
Bhamidipati
Chairman & MD
DIN: 02083384

Sd/-
Vasant Bhoir
Director
DIN: 0759688

Sd/-
Vijay Purohit
CFO

Sd/-
Sneha Shrivastava
Company Secretary

Place: Mumbai
Date: 28th May, 2024

Standalone Statement of Cash Flows for the year ended 31st March 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	For the year ended 31 st March 2024	For the year ended 31 st March 2023
Cash flow from operating activities		
Profit for the period	222.74	50.27
Adjustments for:		
Finance costs	0.03	0.01
Interest income/Dividend Income	-	(1.16)
Loss/(profit) on sale of investments	-	-
Unrealised Profit/Loss of change in fair value of investments	-	-
Provision for diminution on value of investment and expected credit loss	-	-
Operating Profit Before Working Capital Changes	222.77	49.12
Inventories	658.64	(281.11)
Trade Advance and receivables	(676.85)	124.69
Provision for Taxes	5.33	9.68
Trade and other payables	(779.48)	723.06
Net cash provided by operating activities before taxes	(569.59)	625.44
Income taxes paid	(15.00)	(9.67)
Net cash provided by operating activities	(584.59)	615.76
Cash flow from investing activities		
(Purchase) / Proceeds from sale / Maturity of investment	3,464.54	735.05
Interest received / Dividend Received	-	1.16
Un-secured loan given to third party	-	-
Net cash used in investing activities	3,464.54	736.20
Cash flow from financing activities		
Finance costs paid	(0.03)	(0.01)
Loans and advances & others	(2,878.01)	(1,350.87)
Proceeds/(Repayment) for short-term borrowings	-	-
Net Adjustment in reserve & surplus for the year	-	-
Net cash used in financing activities	(2,878.01)	(1,350.87)
Net decrease in cash and cash equivalents	1.92	1.07
Cash and cash equivalents at the beginning of the year	5.50	4.42
Cash and cash equivalents at the end of the period (Note 14)	7.43	5.50

Corporate information and significant accounting policies (refer note 1&2)

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For Rishi Sekhri and Associates For and on behalf of the Board of Directors of
Chartered Accountants **AVANCE TECHNOLOGIES LIMITED**

Sd/-
Rishi Sekhri
Proprietor
Membership No.:126656
Firm Reg. No: 128216W
UDIN:

Sd/-
Srikrishna
Bhamidipati
Chairman & MD
DIN: 02083384

Sd/-
Vasant Bhoir
Director
DIN: 07596882

Sd/-
Vijay
Purohit
CFO

Sd/-
Sneha Shrivastava
Company Secretary

Place: Mumbai
Date: 28th May, 2024

Avance Technologies Limited
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Standalone Statement of changes in equity for the year ended 31st March 2024

(All amounts in INR lakhs, unless otherwise stated)

A. Equity Share Capital

Particulars	Number	Amount
Balance at the end of the year 31 st March 2023	1,98,19,17,430	19,819.17
Changes in equity share capital during the F.Y. 2023-24	-	-
Balance at the end of the year 31 st March 2024	1,98,19,17,430	19,819.17

B. Other Equity

Particulars	Reserves & Surplus			Other Comprehensive Income	Total other equity
	Securities premium reserve	Forfeiture reserve	Retained Earnings		
Balance at the end of the reporting period 31 st March 2022	16,707.65	2,790.40	(8,478.84)	6,248.08	11,080.80
Profit for the financial year 2022-23	-	-	40.60	-	40.60
Balance at the end of the reporting period 31 st March 2023	16,707.65	2,790.40	(8,438.24)	6,248.08	11,121.40
Profit for the financial year 2023-24	-	-	207.74	-	207.74
Balance at the end of the reporting period 31 st March 2024	16,707.65	2,790.40	(8,230.50)	6,248.08	11,329.15

Corporate information and significant accounting policies (refer note 1&2)

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For Rishi Sekhri and Associates
Chartered Accountants

For and on behalf of the Board of Directors of AVANCE TECHNOLOGIES LIMITED

Sd/-
Rishi Sekhri
Proprietor
Membership No.:126656
Firm Reg. No: 128216W
UDIN:

Sd/-
Srikrishna Bhamidipati
Chairman & MD
DIN: 02083384

Sd/-
Vasant Bhoir
Director
DIN: 0759688

Sd/-
Vijay Purohit
CFO

Sd/-
Sneha Shrivastava
Company Secretary

Place: Mumbai
Date: 28th May, 2024

Avance Technologies Limited
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NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
3 Investments		
A) Investments - Non-current		
Investment in equity instruments (fully paid-up)	20,197.68	23,662.22
Total	20,197.68	23,662.22
B) Investments - Current		
Quoted equity instruments, measured fair value through profit or loss	3,954.45	3,954.45
Total	3,954.45	3,954.45

(All amounts in INR lakhs, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
4 Other financial assets- non-current		
<i>Secured considered good, measured at amortized cost</i>		
Loans and advances	935.76	935.76
Receivables others	3.68	3.68
Less: Provision for expected credit loss		-
	939.44	939.44

Particulars	As at 31 March 2024	As at 31 March 2023
5 Deferred tax asset		
Property, plant & equipment on OCI	0.46	0.46
	0.46	0.46

Particulars	As at 31 March 2024	As at 31 March 2023
6 Other non-current assets, measured at cost		
Prepaid income tax	189.90	189.90
Trade advances	16,811.09	13,933.10
Total	17,000.98	14,122.99

Other current assets, measured at cost

VAT refundable	9.44	9.42
Total	9.44	9.42

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Particulars	As at 31 March 2024	As at 31 March 2023
7 Inventories, measured at cost or net-realizable value whichever is lower		
Stock-in-trade	-	658.64
	-	658.64

Particulars	As at 31 March 2024	As at 31 March 2023
8 Trade receivables, measured at amortized cost		
Un-secured, considered good	792.18	115.35
Secured, considered good		
	792.18	115.35

Particulars	As at 31 March 2024	As at 31 March 2023
9 Cash and cash equivalents		
Cash on hand	2.37	1.76
Balances with banks		
- in current accounts	5.09	3.74
	7.46	5.50

Particulars	As at 31 March 2024	As at 31 March 2023
10 Other current financial assets, measured at amortized cost		
Unsecured Loan given to third party	-	-
Deposit with Black Horse Media & Ent. Pvt Ltd	2.00	2.00
Staff advance	-	-
Total	2.00	2.00

Particulars	As at 31 March 2024	As at 31 March 2023
11 Equity		
Authorised capital		
20,00,00,000 equity shares of Rs 10/- each	19,819.17	19,819.17
Issued, subscribed and paid-up		
1,981,917,43 equity shares of Rs 10/- each	19,819.17	19,819.17
	19,819.17	19,819.17

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Notes:	As at		As at	
	31 March 2024		31 March 2023	
Name of the shareholders				
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%
Aalya Traders Pvt Ltd	110,766,660	5.59%	110,766,660	5.59%
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%

Particulars	As at		As at	
	31 March 2024		31 March 2023	
Name of the shareholders				
Number of equity shares outstanding at the beginning of the year	198,191,743	19,819.17	198,191,743	19,819.17
Number of equity shares issued during the year	-	-	-	-
Number of equity shares outstanding at the end of the year	198,191,743.00	19,819.17	198,191,743.00	19,819.17

Particulars	As at		As at	
	31 March 2024		31 March 2023	
12 Other Equity				
(i) Securities premium reserve				
Opening		16,707.65		16,707.65
Addition/(Deletion)		-		-
Closing		16,707.65		16,707.65
(ii) Forfeiture reserve				
Opening balance		2,790.40		2,790.40
Addition/(Deletion)		-		-
Closing		2,790.40		2,790.40
(iii) Retained Earnings				
Surplus/(Deficit) in the statement of profit and loss				
Opening balance		(8,438.24)		(8,478.84)
Add: Profit for the year		207.74		40.60
		(8,230.50)		(8,438.24)
(iii) Other Comprehensive Income				
Opening Balance		6,248.08		6,248.08
Add: Net Adjustment for the year		-		-
		6,248.08		6,248.08
		17,515.63		17,307.89

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Particulars	As at 31 March 2024	As at 31 March 2023
13 Borrowings		
Secured loan	-	-
	-	-

Terms of secured loan:

Particulars	As at 31 March 2024	As at 31 March 2023
14 Trade payables		
Dues to Micro, Small and Medium Enterprises	-	-
Others	5,516.24	6,293.74
	5,516.24	6,293.74

Particulars	As at 31 March 2024	As at 31 March 2023
15 Other current liabilities		
Statutory dues payable *	1.53	3.50
	1.53	3.50

Particulars	As at 31 March 2024	As at 31 March 2023
16 Current Tax Liabilities (Net)		
Provision for Income Tax	51.50	46.18
	51.50	46.18

Particulars	As at 31 March 2024	As at 31 March 2023
17 Revenue from operations		
Trading income	6,928.93	3,053.20
	6,928.93	3,053.20

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Particulars	As at 31 March 2024	As at 31 March 2023
18 Other income		
Interest received	-	-
Sundry Balance W/off	1.63	1.16
Long Term Capital Gain	251.59	-
	253.23	1.16

Particulars	As at 31 March 2024	As at 31 March 2023
19 Purchases of Services		
Cost of products	6,271.59	3,258.87
	6,271.59	3,258.87

Particulars	As at 31 March 2024	As at 31 March 2023
20 Change in stock-in-trade		
Opening stock	658.64	377.53
Closing stock	-	(658.64)
	658.64	(281.11)

Particulars	As at 31 March 2024	As at 31 March 2023
21 Employee benefits expense		
Salary	8.12	10.686
Bonus to staff	-	-
Staff welfare	-	-
	8.12	10.69

Particulars	As at 31 March 2024	As at 31 March 2023
22 Finance cost		
Bank Charges	0.03	0.01
Interest	-	-
	0.03	0.01

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Particulars	As at 31 March 2024	As at 31 March 2023
23 Other expenses		
Interest on late payment	-	-
Electricity Expenses	-	-
Houskeeping charges	-	-
Listing & Other Fees	10.70	8.28
Brokerage and other Charges	1.61	3.69
Auditor remuneration	0.30	0.30
Communication Expenses	0.37	0.22
Printing & Stationery	0.24	0.17
Professional Fees and legal fees	6.43	1.08
Legal and advertisement charges	0.96	0.04
Rates and taxes	0.02	0.53
Courier and postage	-	-
Travelling & Conveyance Expenses	0.09	-
Office expense	0.12	0.13
Late fees & fine GST	0.03	-
Demat Charges	0.02	1.18
ROC Charges	0.16	-
Short Term Loss on Quoted	-	-
Long Term Loss on Quoted	-	-
	21.05	15.63

Particulars	As at 31 March 2024	As at 31 March 2023
24 Exceptional Items		
Amount written off	-	-
Provision for Bad and Doubtful Debts	-	-
Provision for expected credit loss	-	-
Provision for diminution in value of investments	-	-
Amount of Investment written off restore	-	-
	-	-

25 Contingent liabilities and commitments

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Particulars	As at 31 March 2024	As at 31 March 2023
Contingent liabilities		
Income tax demand & disputes pending before appellate authorities (refer note below)	0.00	0.00

26 Auditors' remuneration excluding applicable tax

Particulars	As at 31 March 2024	As at 31 March 2023
As auditor		
- Audit Fees	0.00	0.00
- Tax Audit Fees	0.00	0.00
	0.00	0.00

27 Earnings per share

The following table sets forth the computation of basic and diluted earnings per share :

Particulars	As at 31 March 2024	As at 31 March 2023
Net profit for the year attributable to equity shareholders	207.74	40.60
Weighted average number of equity shares of Rs 1 each used for calculation of basic earnings per share (adjusted for partly paid shares)	1,981,917,430	1,981,917,430
Earnings per share, basic and diluted*	0.0105	0.0020

*The Company has no potentially dilutive equity shares

28 Related party transaction

(i) Names of related parties and description of relationship:

a) Entity where exercise control

(1) Avance Ventures Private Limited (wholly owned subsidiary)

b) Key management personnel

(1) Mr. Shrikrishna Bhamidipati (Managing Director)

(2) Mr. Vasant Bhoir (Director)

c) Other related parties where common control exists

(ii) Related party transactions:

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Particulars	As at 31 March 2024	As at 31 March 2023
Director' Remuneration	-	-

(iii) Amounts outstanding as at the balance sheet date:

Particulars	As at 31 March 2024	As at 31 March 2023
	-	-

29 Income tax

Income tax expense in the statement of profit and loss consists of:

Statement of profit or loss	As at 31 March, 2024	As at 31 March, 2023
Current income tax:		
In respect of the current period	9.67	-
Deferred tax		
In respect of the current period	-	-
Income tax expense reported in the statement of profit or loss	9.67	-
Income tax recognized in other comprehensive income		
- Deferred tax arising on income and expense recognized in other comprehensive income	-	-
Total	9.67	-

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

	As at 31 March, 2024	As at 31 March, 2023
Profit before tax	222.74	50.27
Enacted income tax rate in India	25.75%	25.75%
Computed expected tax expense	-	-
Effect of:		
Tax (credit) / paid as per book profit	-	-
Expenses disallowed for tax purpose	-	-
Others	-	-
Total income tax expense	-	-

Deferred tax

Deferred tax relates to the following:

Balance sheet		Statement of profit and loss	
As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024	As at 31 March, 2023

Avance Technologies Limited

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Property, plant and equipment	0.46	0.46	-	-
Net deferred tax (charge)	-	-	-	-
Net deferred tax assets/ (liabilities)	0.46	0.46	-	-

30 Financial instruments

The carrying value and fair value of financial instruments by categories are as below:

Financial assets	Carrying value	
	As at 31 March, 2024	As at 31 March, 2023
Fair value through profit and loss		
Investment in equity shares (*)	20,197.68	23,662.22
Amortized cost		
Loans and advances (^)	935.76	935.76
Receivables others (^)	3.68	3.68
Trade receivable (^)	792	115.35
Cash and cash equivalents (^)	7.46	5.50
Unsecured Loan given to third party (^)	-	-
Deposit with Black Horse Media & Ent. Pvt Ltd (^)	2.00	2.00
Staff advance (^)	-	-
Total assets	21,938.75	24,724.51
Financial liabilities		
Amortized cost		
Borrowings (^)	-	-
Trade and other payables (^)	5,516.24	6,293.74
Other financial liabilities (^)	-	-
Total liabilities	5,516.24	6,293.74

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(*) The fair value of these investments in equity shares are calculated based on discounted cash flow approach for unquoted market instruments which are classified as level III fair value hierarchy.

(^) The carrying values of these accounts are considered to be the same as their fair value, due to their short term nature. Accordingly, these are classified as level 3 of fair value hierarchy.

31 Financial risk management

The Company has exposure to following risks arising from financial instruments-

- credit risk
- market risk
- liquidity risk

(a) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(b) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) from its financing activities including deposits with banks and investment in quoted and un-quoted equity instruments.

i) Trade and other receivables:

Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

Expected credit loss (ECL) assessment for corporate customers

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (including but not limited to past payment history, security by way of deposits, external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement.

ii) Other financial assets and deposits with banks:

Credit risk on cash and cash equivalent is limited as (including bank balances, fixed deposits and margin money with banks) the Company generally transacts with banks with high credit ratings assigned by international and domestic credit rating agencies.

(c) Market Risk

Equity price risk

The Company is exposed to equity price risk from investments in equity securities measured at fair value through profit

Avance Technologies Limited

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and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market indices and based on company performance for un-equity instruments. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors. Further, major investments in un-quoted equity instruments are strategic in nature and hence invested for long-term purpose.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market

interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to its short term borrowings in nature of working capital loans, which carry floating interest rates. Accordingly, the Company's risk of changes in interest rates relates primarily to the Company's debt obligations with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant. The impact on entity's loss before tax due to change in the interest rate/ fair value of financial liabilities are as disclosed below:

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	Change in interest rate	Effect of after tax	Change in interest rate	Effect of after tax
Short-term borrowings	+1%	0.05	+1%	0.05
	-1%	(0.05)	-1%	(0.05)

(d) Liquidity Risk

Liquidity is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing the liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived.

Exposure to liquidity risk

The table below details the Company's remaining contractual maturity for its non-derivative financial liabilities. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	Carrying value	Contractual cash flows			
		Total	On demand	< 1 Yr	>1 Yr
31 March 2024					
Borrowings	-	-	-	-	-
Trade and other payables	5,516.24	5,516.24	5,516.24	-	-
Other financial liabilities					
	5,516.24	5,516.24	5,516.24	-	-
31 March 2023					
Borrowings	-	-	-	-	-
Trade and other payables	6,293.74	6,293.74	6,293.74	-	-
Other financial liabilities					
	6,293.74	6,293.74	6,293.74	-	-
31 March 2022					

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Borrowings	-	-	-	-	-
Trade and other payables	3,019.71	3,019.71	3,019.71	-	-
Other financial liabilities	-	-	-	-	-
	3,019.71	3,019.71	3,019.71	-	-

32 Capital management

The Company's objective is to maintain a strong capital base to ensure sustained growth in business and to maximize the shareholders value. The Capital Management focuses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Company's adjusted net debt to equity ratio is analyzed as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Total equity (A)	37,334.80	37,127.05
Total borrowings (B)	-	-
Total capital (C)= (A) +(B)	37,334.80	37,127.05
Total loans and borrowings as a percentage of total capital (B/C)	0.00%	0.00%
Total equity as a percentage of total capital (A/C)	100.00%	100.00%

- 32** The company has availed the facility from M/s IL & FS Financial Services Ltd during F.Y. 2017-2018 and the same was advanced to M/s MP Border Checkpost Development Company Limited (a subsidiary of IL & FS Transportation Networks Limited) vide agreement dated 28/03/2018. In June 2018, the problems in IL & FS Group surfaced as a result MP Border Checkpost Development Company Limited was unable to service its obligations. In light of the above developments the complete transaction was restructured as under:

The obligation of MP Border Checkpost Development Company Limited was taken over IL & FS Transportation Networks Limited vide assignment deed dated 07.09.2018 which was further transferred to Srinagar Sonamarg Tunnelway Limited (a subsidiary of IL & FS Transportation Limited) vide assignment deed dated 22/09/2018.

The insolvency proceedings have been initiated against the IL & FS group. Pursuant to the Order passed by Hon'ble National Company Law Tribunal the IL & FS Group are under moratorium. The claim by IL & FS Financial Services Limited is being contested by the Company before Hon'ble National Company Law Tribunal.

As the claim of IL & FS Financial Services Limited and the company's claim against Srinagar Sonamarg Tunnelway Limited are dependent upon the outcome of the proceedings before Hon'ble National Company Law Tribunal, the necessary treatment shall be given to the transactions on the outcome of the proceedings.

1 Financial Ratios

- a. Current ratio = Current assets divided by current liabilities**

Particulars	As at 31 March 2024	As at 31 March 2023
Current Assets	4,765.52	4,745.36

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Current Liabilities	5,569.27	6,343.42
Ratio	0.86	0.75
% Change from previous period	0.14	-

Decrease in Current ratio is because of more increase in current liabilities as compare to increase in current asset.

b. Debt Equity ratio = Total debt divided by total equity where total debt refers to sum of current and non-current borrowings

	As at 31 March 2024	As at 31 March 2023
Particulars		
Total debt	-	-
Total equity	37,334.80	37,127.05
Ratio	-	-
% Change from previous period	-	-

Since there were no outstanding debts

c. Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments

	As at 31 March 2024	As at 31 March 2023
Particulars		
Since there were no outstanding debts	-	-

d. Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Average Equity

	As at 31 March 2024	As at 31 March 2023
Particulars		
Net Profit after Tax	207.74	40.60
Average equity employed	37,334.80	37,127.05
Ratio	0.00556	0.00109
% Change from previous period	-4.09	-

Positive return on equity ratio is due to net profit earned during the year as compare to loss in previous year

e. Trade Receivables turnover ratio = Sales divided by Average trade receivables

	As at 31 March 2024	As at 31 March 2023
Particulars		
Sales	6,928.93	3,053.20
Average Trade receivables	453.76	57.67
Ratio	15.270	52.939
% Change from previous period	(0.71)	-

Increase in trade receivables is due to increase in revenue

f. Trade payables turnover ratio = Purchases divided by Average trade payables

	As at 31st March 2024	As at 31st March 2023
Particulars		
Purchases	6,271.59	3,258.87
Average trade payables	5,904.99	5,804.24

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Ratio 1.06 0.56
 There is increase in trade payables turnover ratio because of increase in purchases in current year as compare to previous year.

- g. **Net capital Turnover Ratio = Sales divided by Net Working capital whereas net working capital= current assets - current liabilities**

Particulars	As at 31st March 2024	As at 31st March 2023
Sales	6,928.93	3,053.20
Net working Capital	(803.75)	(1,598.06)
Ratio	(8.62)	(1.91)
% Change from previous period	3.51	-

Due to increase in revenue in current year there is increase in net capital turnover ratio

- h. **Net profit ratio = Net profit after tax divided by Sales**

Particulars	As at 31st March 2024	As at 31st March 2023
Net Profit After Tax	207.74	40.60
Sales	6,928.93	3,053.20
Ratio	0.03	0.01
% Change from previous period	-1.25	-

There is increase in profit as compare to loss in the previous year resulting to increase in net profit ratio.

- i. **Return on Capital employed (pre cash)=Earnings before interest and taxes(EBIT) divided by Average Capital Employed**

Particulars	As at 31 March 2024	As at 31 March 2023
Profit before tax*		
(A)	222.74	50.27
Finance costs* (B)	-	-
Other income excluding Trade finance income* (C)	253.23	1.16
EBIT (D) = (A)+(B)-(C)	(30.49)	49.12
Average Capital Employed (E)	37,334.80	37,127.05
Ratio	(0.00)	0.00
% Change from previous period	1.62	-

Return on Capital Employed is positive since there is profit in current year as compared to loss in last year.

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value. The following table summarizes the capital of the Company.

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Particulars	As at 31 March 2024	As at 31 March 2023
Equity share capital	19,819.17	19,819.17
Other equity	17,515.63	17,307.89
Warrant Application Money Received	-	-
Total equity (A)	37,334.81	37,127.06
Current borrowings	-	-
Current maturity of non-current borrowings	-	-
Total debt (B)	-	-
Less : Cash and cash equivalents	(7.46)	(5.50)
Net debt (C)	(7.46)	(5.50)
Capital and net debts (D = A + C)	37,327.35	37,121.56
Debt equity ratio (B / A)	-	-
Capital gearing ratio (B / D)	-	-

There is no borrowings hence capital gearing ratio not applicable

Contingent liabilities and commitments

There are no contingent liabilities and commitments.

Prior year comparatives

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

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SIGNIFICANT ACCOUNTING POLICIES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

NOTE -1 BASIC ACCOUNTING POLICIES

1. Corporate Information:

Avance Technologies Limited ('the Company') is a Public Limited Company incorporated in India under the companies act, 1956 in 1985. The company operates in software related products. The Registered office of the company is located at Office No. 226/227, Majestic Center, Second Floor, 144 Opera House, NA Mumbai, Maharashtra - 400004, India.

These financial statements were authorized for issue in accordance with a resolution of the directors on 28th May, 2024.

The Company's shares are listed for trading on BSE Limited.

Recent Amendments:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time for the year ended 31st March 2024. All of them have been considered in preparation of these Standalone Financial Statements to the extent applicable.

2. Basis of preparation and Significant accounting policies:

▪ Basis of preparation:

(1) Compliance with Ind AS

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") notified under The Companies (Indian Accounting Standards) Rules, 2015 and The Companies (Indian Accounting Standards) amendment Rules 2016, as amended with effect from April 1, 2017. The financial statements of the Company have been prepared and presented in accordance with Ind AS.

(2) Historical Cost Convention

The financial statements have been prepared and presented under the historical cost convention and on accrual basis of accounting, Indian Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, except where otherwise stated, the accounting principles have been consistently applied

(3) Rounding of Amounts

The standalone financial statements are presented in INR and all the values are rounded off to the nearest lakhs (INR 100,000) except when otherwise indicated.

▪ Summary of significant accounting policies:

a) Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current /non-current classification.

1) An asset is treated as current when it is:

- a. Expected to be realised in normal operating cycle or within twelve months after the reporting period held primarily for the purpose of trading, or

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- b. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- c. All other assets are classified as non-current.

2) A liability is current when:

- a) It is expected to be settled in normal operating cycle or due to be settled within twelve after the reporting period or
- b) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

3) The Company classifies all other liabilities as non-current.

4) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

b) Use of Estimates and Assumptions:

The preparation of financial statements in accordance with Ind AS requires subjective and complex judgments to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses at the date of these financial statements.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- a) Fair value of Financial Assets and Financial liabilities,
- b) The useful lives of, or expected pattern of consumption of the future economic benefits bodied in, depreciable assets,
- c) Valuation of Inventories and Inventory obsolescence,
- d) Provisions and Bad Debts.

Key source of estimation of uncertainty as at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

Investment in equity shares:

The Company is exposed to equity price risk from investments in equity securities measured at fair value through profit and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors.

Taxes:

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of business relationships

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and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessments by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Company's domicile.

Minimum Alternative Tax ("MAT") credit is recognised as deferred tax asset based on evidence that the Company will pay normal income tax during the specified period. Significant judgments are involved in determining the future taxable income and future book profits, including amount of MAT credit available for set-off.

Impairment of non-financial assets:

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the budget for future years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Impairment of financial assets:

The Company assesses impairment of financial assets ('Financial instruments') and recognizes expected credit losses in accordance with Ind AS 109. The Company provides for impairment of trade receivables and unbilled revenue outstanding for more than 1 year from the date they are due for payment and billing respectively.

The Company provides for impairment of investment in subsidiaries. Impairment exists when there is a diminution in value of the investment and the recoverable value of such investment is lower than the carrying value of such investment.

c) Fair value measurement:

The company measures financial instrument such as investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability - or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Currently company carries those instruments in level 1 inputs of the above mentioned fair value hierarchy.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1) Financial assets:

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments assets at amortised cost
- Equity instruments measured at fair value through profit or loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Debt instruments at amortized cost:

A debt instrument is measured at amortised cost (net of any write down for impairment) if both the following conditions are met:

- the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes), and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit and loss. The losses arising from impairment are recognised statement of profit and loss. This category generally applies to trade and other receivables.

Financial assets at fair value through OCI (FVTOCI):

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit and loss:

FVTPL is a residual category for company's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss.

In addition, the company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has not made any such election. This classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investment in subsidiary is measured at cost.

De-recognition:

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; it evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS109 ('Financial instruments') requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

2) Financial Liabilities:

Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables, lease obligations, and other payables.

Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost:

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially

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different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

3) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4) Re-classification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities.

For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

e) Impairment of non-financial assets:

Non-financial assets including Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the standalone statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the standalone statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

f) Lease:

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the

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arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Company as a lessee:

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. An operating lease is a lease other than a finance lease.

Operating lease:

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight line basis.

g) Revenue recognition:

i. Sale of Goods

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer, usually on delivery of the goods and when all the following conditions are satisfied:

- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Company; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns and allowance, trade discounts and volume rebates and does not include Value added tax (VAT), Central Sales tax (CST) and any other taxes.

ii. Other income:

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date. The right to receive dividend is generally established when shareholders approve the dividend.

Interest income is recognized as it accrues in the standalone statement of profit and loss using effective interest rate method.

h) Property, Plant and Equipment:

There are no property, plant or Equipment in the company for the year 2023-24.

i) Foreign currency translation:

(i) Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the

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transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences:

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise except those arising from investments in non-integral operations.

j) Taxes:

Tax expense comprises of current and deferred tax.

Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Tax liability under Minimum Alternate Tax (“MAT”) is considered as current tax. MAT entitlement is considered as deferred tax.

Minimum Alternative Tax (“MAT”) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred Tax:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the

transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of deductible temporary differences associated with investments in subsidiaries deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Un-recognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

k) Provisions, Contingent liabilities, Contingent assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, where an inflow of economic benefits is probable.

l) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

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m) 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 Indian Accounting Standard-108 is not applicable.

n) 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.

o) Retirement and other employee benefits:

Employee benefits include provident fund and compensated absences.

Defined contribution plans:

Contributions payable to recognized provident funds, which are defined contribution schemes, are charged to the standalone statement of profit and loss.

Short-term employee benefits:

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. Compensated absences, which are expected to be utilised within the next 12 months, are treated as short-term employee benefits. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

p) Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

q) Trade Receivable:

Trade receivables are recognized at fair value, the outstanding balances of sundry debtors, advances etc. are verified by the management periodically and on the basis of such verification management determines whether the said outstanding balance are good, bad or doubtful and accordingly same are written off or provided for.

Receivables that are expected in one year or less, are classified as current assets, if not they are presented as non-current assets.

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r) **Cash Flow Statement:**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash in hand and Balances with Banks.

INDEPENDENT AUDITOR'S REPORT

To,
The Members
Avance Technologies Limited
Office No. 226/227, Majestic Center, Second Floor,
144 Opera House, NA Mumbai, Maharashtra – 400004, India

Report on Audit of Ind AS Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of **Avance Technologies Limited** (“hereinafter referred to as the Holding Company”) and its subsidiary viz. **Avance Ventures Private Limited**, together referred to as “the Group” to the attached Consolidated financial statements, which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of changes in equity and the Cash Flow Statement for the year then ended and notes to the Consolidated financial statements, including significant accounting policy information and other explanatory information (hereinafter referred to as the “Consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Consolidated Financial Statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (“Ind AS”) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Ind AS Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS Consolidated Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Ind AS Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Principal Audit Procedures

Our audit consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- We evaluated the design of internal controls relating to revenue recognition.
- We selected sample of Sales transactions and tested the operating effectiveness of the internal control relating to revenue recognition.
- We carried out a combination of procedures involving enquiry and observation, re performance and inspection.

Avance Technologies Limited

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- We have tested sample of Sale transactions to their respective customer contracts, underlying invoices and related documents.
- We have performed cut-off procedures for sample of revenue transactions at year-end in order to conclude on whether they were recognized in accordance with Ind-AS 115.

Information Other than the Ind AS Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with Governance. We have nothing to report in this regard.

Responsibility of Management's for the Ind AS Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these Ind AS Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Ind AS Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Consolidated Financial Statements.

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As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Consolidated Financial Statements, including the disclosures, and whether the Ind AS Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the Ind AS Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.
- We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Ind AS Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial Statements, which have been audited by our auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We solely responsible for our audit opinions.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS Consolidated Financial Statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Ind AS Consolidated Financial Statements.
 - d. In our opinion, the aforesaid Ind AS Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e. On the basis of the written representations received from the directors of the Company as on March 31, 2024 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2024 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company and its subsidiary Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 1. The Company has disclosed the impact of pending litigations in its financial position in the Ind AS Consolidated Financial Statements.
2. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

Avance Technologies Limited

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3. The company was not required to transfer any amount to Investor Education and Protection Fund during the financial year.
- a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding whether recorded in writing or not that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
- b) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person(s) or entities including foreign entities (“Funding Parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
- c) Based on the audit procedures performed, we report that nothing has come to the notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material mis-statement.
- d) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended on March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended on March 31, 2024.

4. No dividend has been declared or paid by the Company during the year.

For Rishi Sekhri and Associates
Chartered Accountants

Sd/-
Rishi Sekhri
Proprietor
Membership No.: 126656
Firm Reg. No: 128216W
UDIN: 23126656GWLNL2307

Date: 28th May, 2024
Place: Mumbai

Avance Technologies Limited

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Annexure 'A' to Independent Auditors' Report

(Referred to Para 1 under the heading on "Report on Other Legal and Regulatory Requirements" section of our report of even date to the members of Avance Technologies Limited for the year ended March 31, 2024)

- (i)
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - (b) As explained to us, the fixed assets have been physically verified by the management during the year at reasonable intervals having regard to the size of the company and nature of its business. No material discrepancies were noticed on such physical verification.
 - (c) As explained to us, there is no immovable property held by the company.
 - (d) The Company has not revalued any of its Property, Plant and Equipments and Intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) The company does not have any inventory. Hence, clause (ii) (a) & (b) are not applicable to the Company.
- (iii)
 - (g) During the year the Company has provided loans or advances in the nature of advances in the ordinary course of business, to the parties other than subsidiaries covered in the register maintained under section 189 of the Companies Act, 2013.
 - (h) During the year the investments made are not prejudicial to the Company's interest.
 - (i) The Company has not granted loans during the year. Therefore Clause 3(iii)(c) of the Order is not applicable.
 - (j) There are no amounts of loans granted to companies which are overdue for more than ninety days.
 - (k) There were no loans that had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
 - (l) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us, during the year the transactions done by the company as specified in the provisions of sections 185 and 186 of the Companies Act, 2013 are as per the rules and provisions of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.
- (vi) According to the information and explanations given to us, the Company is not covered under Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Act, hence this clause is not applicable to the Company.

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(vii) In respect to Statutory dues:

(a) According to the information and explanations given to us and on the basis of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employee's State Insurance, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities.

As provided to us by the management, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, are Nil.

(b) According to the information and explanations 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 the following:

Sr. No.	Assessment Year	Demand under section	Date on which demand is raised	Amount of Outstanding Demand	Status of Demand
1	2002-03	143 (1)	21/12/2009	1,83,905	Notice of Demand not received by the company.
2	2006-07	143 (1)	11/12/2008	2,90,083	Notice of Demand not received by the company.
3	2007-08	143 (1)	20/12/2009	94,112	Notice of Demand not received by the company.
4	2007-08	143 (3) r/w 147	27/03/2015	61,56,992	Demand is outstanding and appeal against the said demand is filed with CIT (A)-48, Mumbai vide Appeal No. 192/2007-08 dated 29/04/2015 which is still pending.
5	2008-09	143 (1) and 153A	21/03/2016	59,69,374	Demand is outstanding and appeal against the said demand is filed with ITAT and Order Received.
6	2009-10	43 (1), 115 WE 153A	21/03/2016	51,61,399	Demand is outstanding and appeal against the said demand is filed with ITAT and Order Received.
7	2010-11	143 (1) (a) and 153A	21/03/2016	84,99,348	Demand is outstanding and appeal against the said demand is filed with ITAT and Order Received.
8	2011-12	143 (1) (a) and 153A	21/03/2016	1,95,29,323	Demand is outstanding and appeal against the said demand is filed with ITAT and Order Received.
9	2012-13	153A	21/03/2016	69,20,274	Refund of Rs. 2,32,710/- was claimed whereas the department raised a demand to payable which is outstanding and an appeal against the said demand is filed with ITAT and Order Received. New notice received and Filled CIT Appeal dt.30.06.22.
10	2013-14	143(3) and 153 A	21/03/2016	12,89,87,910	Refund of Rs. 9,97,630/- was claimed whereas the department raised a demand to payable which is outstanding and a Demand is

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					outstanding and appeal against the said demand is filed with ITAT and Order Received. New notice received and Filled CIT Appeal dt.30.06.22.
11	2014-15	143(3) and 153 A	21/03/2016	58,47,950	Refund of Rs. 5,44,370/- was claimed whereas the department raised a demand to payable which is outstanding and an appeal against the said demand is filed with ITAT and Order Received. New notice received and Filled CIT Appeal dt.30.06.2022.
12	2015-16	CPC	31/01/2016	93,550	CPC Order
13	2017-18	143(3)	27/12/2019	67,64,052	Demand is outstanding and appeal against the said demand is filed CIT (A) which is still pending.
14	2019-20	143(3)	29/04/2021	1,30,22,070	Demand is outstanding and appeal against the said demand is filed with CIT Appeal.
15	2012-13	143(3)	31/05/2022	1,51,09,733/-	Demand is outstanding and appeal against the said demand is filed CIT (A) which is still pending.
16	2013-14	143(3)	31/05/2022	22,30,07,734/-	Demand is outstanding and appeal against the said demand is filed CIT (A) which is still pending.
17	2014-15	143(3)	31/05/2022	96,80,143/-	Demand is outstanding and appeal against the said demand is filed CIT (A) which is still pending.

Sr. No.	Statute	Amount of Dispute	Financial Year	Forum where Dispute pending
1	Maharashtra Value Added Tax Act, 2002	12,77,23,077/-	2006-07	D C Sales Tax (Appeal), Mumbai
2	Maharashtra Value Added Tax Act, 2002	11,88,14,813/-	2008-09	D C Sales Tax (Appeal), Mumbai
3	Maharashtra Value Added Tax Act, 2002	89,15,552/-	2009-10	D C Sales Tax (Appeal), Mumbai
4	Maharashtra Value Added Tax Act, 2002	35,20,125/-	2011-12	D C Sales Tax (Appeal), Mumbai
5	Maharashtra Value Added Tax Act, 2002	14,96,73,015	2014-15	Writ Petition in Highcourt
6	Maharashtra Value Added Tax Act, 2002	10,89,94,591	2016-17	Writ Petition in Highcourt

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) a) The Company has not defaulted in repayment of loans or other borrowings taken from the banks. The Company has not taken loans from financial institutions and Government.

b) The Company has not been declared willful defaulter by any bank or financial institution or government or other lender.

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c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

d) On an overall examination of the financial statements of the Company, no funds were raised on short-term basis and neither they have been, used during the year for long-term purposes by the Company.

f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities.

(x) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised money by way of initial public offer or further public offer including debt instruments and term loans. Also, Company has not made any preferential allotment or private placement of the shares or convertible debentures (fully or partly or optionally). Accordingly, the provisions of clause 3(x) of the order are not applicable to the company and hence not commented upon.

(xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

(xii) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(xiii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

(xiv) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Consolidated Financial Statements as required by the applicable Indian accounting standards.

a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion and according to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.

(xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.

b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India,

d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

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- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the company during the financial year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) a) Corporate Social Responsibility (CSR) is not applicable to the company, hence, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b) The Company does not have ongoing projects relating to CSR. Hence reporting under clause 3(xx)(b) of the Order is not applicable.

For **Rishi Sekhri and Associates**
Chartered Accountants

Sd/-
Rishi Sekhri
Proprietor
Membership No.: 126656
Firm Reg. No: 128216W
UDIN: 23126656GWLNL2307

Date: 28th May, 2024
Place: Mumbai

“Annexure B” to the Independent Auditors’ Report

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Avance Technologies Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Ind AS Consolidated Financial Statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of **Avance Technologies Limited** (hereinafter referred to as “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the respective companies 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.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 (“the 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 the respective 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

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the 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 material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

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 control 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 unauthorised 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

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 controls over financial reporting to future periods are subject to the risk that 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.

For Rishi Sekhri and Associates
Chartered Accountants

Sd/-
Rishi Sekhri
Proprietor
Membership No.: 126656
Firm Reg. No: 128216W
UDIN: 23126656GWLNL2307

Date: 28th May, 2024
Place: Mumbai

Avance Technologies Limited
Annual Report FY 2023-24

CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note	As at 31 st March 2024	As at 31 st March 2023
ASSETS			
Non-current assets			
Financial assets:			
c) Investments	3	21,075.34	23,662.22
d) Other financial assets	4	939.44	939.44
Deferred tax assets (Net)	5	0.46	0.46
Other non-current assets	6	18,285.43	14,122.99
		40,300.66	38,725.11
Current assets			
Inventories	7	1,955.45	658.64
Financial assets			
e) Investments	3	3954.45	3954.45
f) Trade receivable	8	1,213.95	115.35
g) Cash and cash equivalents	9	1,479.51	5.50
h) Other financial assets	10	2.00	2.00
Other current assets	6	9.42	9.42
		8,614.78	4,745.36
TOTAL ASSETS		48,915.45	43,470.47
EQUITY & LIABILITIES			
Equity			
Equity share capital	11	19,819.17	19,819.17
Other equity	12	17,796.09	17,307.89
		37,615.26	37,127.05
Liabilities			
Non-current liabilities			
Current liabilities			
Financial liabilities			
c) Borrowings	13	-	-
d) Trade payables	14	11,246.36	6,293.74
Other current liabilities	15	2.33	3.50
Provisions	16	51.50	46.18
		11,300.19	6,343.42
TOTAL LIABILITIES		48,915.45	43,470.47
Corporate information and significant accounting policies	1&2		
The notes referred to above form an integral part of financial statements As per our report of even date attached			

For Rishi Sekhri and Associates
Chartered Accountants

For and on behalf of the Board of Directors of
AVANCE TECHNOLOGIES LIMITED

Sd/-
Rishi Sekhri
Proprietor
Membership No.:126656
Firm Reg. No: 128216W
UDIN: 23126656GWLNL2307
Place: Mumbai
Date: 28th May 2024

Sd/-
Srikrishna
Bhamidipati
Chairman & MD
DIN: 02083384

Sd/-
Vasant Bhoir
Director
DIN: 07596882

Sd/-
Vijay Purohit
CFO

Sd/-
Sneha Shrivastava
Company Secretary

Avance Technologies Limited
Annual Report FY 2023-24

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note	As at 31 st March 2024	As at 31 st March 2023
Income			
Revenue from operations	17	14,429.06	3,053.20
Other income	18	253.23	1.16
Total Income		14,682.29	3,054.36
Expenses			
Purchases of Stock-in-Trade	19	15,437.90	3,258.87
Changes in inventories of goods	20	(1,296.81)	(281.11)
Employee benefit expense	21	8.62	10.69
Finance costs	22	0.03	0.01
Other expenses	23	29.36	15.63
Total expenses		14,179.09	3,004.09
Profit before tax and extraordinary and exceptional items		503.20	50.27
Add/Less: Exceptional Items	24	-	-
Profit before tax and after extraordinary and exceptional items		503.20	50.27
Tax expense:			
Income Tax - current year		15.00	9.67
Income Tax - earlier year		-	-
Deferred tax charge/ (credit)		-	-
Profit (Loss) for the period from continuing operations		488.20	40.60
Other Comprehensive Income			
(iii) Items that will not be reclassified to profit or loss (net of tax)		-	-
(iv) Items that will be reclassified to profit or loss (net of tax)		-	-
Total Comprehensive Income for the period and Other Comprehensive Income			
Earnings per share (equity shares, par value Re. 1/- each)			
Basic	27	0.2463	0.0205
Corporate information and significant accounting policies	1&2		

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For Rishi Sekhri and Associates
Chartered Accountants

For and on behalf of the Board of Directors of
AVANCE TECHNOLOGIES LIMITED

Sd/-
Rishi Sekhri
Proprietor
Membership No.:126656
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Date: 28th May, 2024

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Srikrishna
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Director
DIN: 0759688

Sd/-
Vijay Purohit
CFO

Sd/-
Sneha Shrivastava
Company
Secretary

Avance Technologies Limited
Annual Report FY 2023-24

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	As at 31 st March 2024	As at 31 st March 2023
Cash flow from operating activities		
Profit for the period	503.20	50.27
Adjustments for:		
Finance costs	0.03	0.01
Interest income/Dividend Income	-	(1.16)
Loss/(profit) on sale of investments	-	-
Unrealised Profit/Loss of change in fair value of investments	-	-
Provision for diminution on value of investment and expected credit loss	-	-
Operating Profit Before Working Capital Changes	503.23	49.12
Changes in operating assets and liabilities		
Inventories	(1,296.81)	(281.11)
Trade Advance and receivables	(1,098.60)	124.69
Provision for Taxes	5.33	9.68
Trade and other payables	4,951.44	723.06
Net cash provided by operating activities before taxes	3,064.59	625.44
Income taxes paid	(15.00)	(9.67)
Net cash provided by operating activities	3,049.59	615.76
Cash flow from investing activities		
(Purchase) / Proceeds from sale / Maturity of investment	2,586.88	735.05
Interest received / Dividend Received	-	1.16
Un-secured loan given to third party	-	-
Net cash used in investing activities	2,586.88	736.20
Cash flow from financing activities		
Finance costs paid	(0.03)	(0.01)
Loans and advances & others	(4,162.44)	(1,350.87)
Proceeds/(Repayment) for short-term borrowings	-	-
Net Adjustment in reserve & surplus for the year	-	-
Net cash used in financing activities	(4,162.46)	(1,350.88)
Net decrease in cash and cash equivalents	1,474.01	1.08
Cash and cash equivalents at the beginning of the year	5.50	4.42
Cash and cash equivalents at the end of the period (Note 14)	1,479.51	5.50

Corporate information and significant accounting policies (refer note 1&2)

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For Rishi Sekhri and Associates
Chartered Accountants

For and on behalf of the Board of Directors of
AVANCE TECHNOLOGIES LIMITED

Sd/-
Rishi Sekhri
Proprietor
Membership No.:126656
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Purohit
CFO

Sd/-
Sneha Shrivastava
Company Secretary

Avance Technologies Limited
Annual Report FY 2023-24

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in INR lakhs, unless otherwise stated)

C. Equity Share Capital

Particulars	Number	Amount
Balance at the end of the year 31 st March 2023	1,98,19,17,430	19,819.17
Changes in equity share capital during the F.Y. 2023-24	-	-
Balance at the end of the year 31 st March 2024	1,98,19,17,430	19,819.17

D. Other Equity

Particulars	Reserves & Surplus			Other Comprehensive Income	Total other equity
	Securities premium reserve	Forfeiture reserve	Retained Earnings		
Balance at the end of the reporting period 31 st March 2022	16,707.65	2,790.40	(8,478.84)	6,248.08	17,267.29
Profit for the financial year 2022-23	-	-	40.60	-	40.60
Balance at the end of the reporting period 31 st March 2023	16,707.65	2,790.40	(8,438.24)	6,248.08	17,307.89
Profit for the financial year 2023-24	-	-	488.20	-	488.20
Balance at the end of the reporting period 31 st March 2024	16,707.65	2,790.40	(7,950.04)	6,248.08	17,796.09

Corporate information and significant accounting policies (refer note 1&2)

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For Rishi Sekhri and Associates
Chartered Accountants

For and on behalf of the Board of Directors of
AVANCE TECHNOLOGIES LIMITED

Sd/-
Rishi Sekhri
Proprietor
Membership No.:126656
Firm Reg. No: 128216W
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Place: Mumbai
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Sd/-
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Director
DIN: 0759688

Sd/-
Vijay Purohit
CFO

Sd/-
Sneha Shrivastava
Company Secretary

Avance Technologies Limited
Annual Report FY 2023-24

Notes to the Consolidated Financial Statements for the year ended 31st March, 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
3 Investments		
A) Investments - Non-current		
Investment in equity instruments (fully paid-up)	21,075.34	23,662.22
Total	21,075.34	23,662.22

Particulars	As at 31 March 2024	As at 31 March 2023
B) Investments - Current		
Quoted equity instruments, measured fair value through profit or loss	3,954.45	3,954.45
Total	3,954.45	3,954.45

(All amounts in INR lakhs, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
4 Other financial assets- non-current		
<i>Secured considered good, measured at amortized cost</i>		
Loans and advances	935.76	935.76
Receivables others	3.68	3.68
Less: Provision for expected credit loss	-	-
	939.44	939.44

Particulars	As at 31 March 2024	As at 31 March 2023
5 Deferred tax asset		
Property, plant & equipment on OCI	0.46	0.46
	0.46	0.46

Particulars	As at 31 March 2024	As at 31 March 2023
6 Other non-current assets, measured at cost		
Prepaid income tax	189.90	189.90
Trade advances	18,095.53	13,933.10
Total	18,285.43	14,122.99
Other current assets, measured at cost		
VAT refundable	9.42	9.42
Total	9.42	9.42

Avance Technologies Limited
Annual Report FY 2023-24

Particulars	As at 31 March 2024	As at 31 March 2023
7 Inventories, measured at cost or net-realizable value which ever is lower		
Stock-in-trade	1,955.45	658.64
	1,955.45	658.64

Particulars	As at 31 March 2024	As at 31 March 2023
8 Trade receivables, measured at amortized cost		
Un-secured, considered good	1,213.95	115.35
Secured, considered good		
	1,213.95	115.35

Particulars	As at 31 March 2024	As at 31 March 2023
9 Cash and cash equivalents		
Cash on hand	2.37	1.76
Balances with banks		
- in current accounts	1,477.14	3.74
	1,479.51	5.50

Particulars	As at 31 March 2024	As at 31 March 2023
10 Other current financial assets, measured at amortized cost		
Unsecured Loan given to third party	-	-
Deposit with Black Horse Media & Ent. Pvt Ltd	2.00	2.00
Staff advance	-	-
Total	2.00	2.00

Particulars	As at 31 March 2024	As at 31 March 2023
11 Equity		
Authorised capital		
20,00,00,000 equity shares of Rs 10/- each	19,819.17	19,819.17
Issued, subscribed and paid-up		
1,981,917,43 equity shares of Rs 10/- each	19,819.17	19,819.17
	19,819.17	19,819.17

Avance Technologies Limited

Annual Report FY 2023-24

Notes:

a) Equity shareholders holding more than 5 percent shares in the Company:

Name of the shareholder	As at 31 March 2024		As at 31 March 2023	
		%		%
Golding Mercantile Pvt Ltd	147,900,000	7.46%	147,900,000	7.46%
Roho Real Estate Pvt Ltd	122,586,660	6.19%	122,586,660	6.19%
Aalyya Traders Pvt Ltd	110,766,660	5.59%	110,766,660	5.59%
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%

b) Reconciliation of the number of shares outstanding at the beginning and at the end of the year is as given below:

Particulars	As at 31 March 2024		As at 31 March 2023	
	Amount (INR lakhs)			
Number of equity shares outstanding at the beginning of the year	198,191,743	19,819.17	198,191,743	19,819.17
Number of equity shares issued during the year	-	-	-	-
Number of equity shares outstanding at the end of the year	198,191,743.00	19,819.17	198,191,743.00	19,819.17

Particulars	As at 31 March 2024		As at 31 March 2023	
	12 Other Equity			
(i) Securities premium reserve				
Opening	16,707.65		16,707.65	
Addition/(Deletion)	-		-	
Closing	16,707.65		16,707.65	
(ii) Forfeiture reserve				
Opening balance	2,790.40		2,790.40	
Addition/(Deletion)	-		-	
Closing	2,790.40		2,790.40	
(iii) Retained Earnings				
Surplus/(Deficit) in the statement of profit and loss	-		-	
Opening balance	(8,438.24)		(8,478.84)	
Add: Profit for the year	488.20		40.60	
	(7,950.04)		(8,438.24)	

(iii) Other Comprehensive Income

Avance Technologies Limited
Annual Report FY 2023-24

Opening Balance	6,248.08	6,248.08
Add: Net Adjustment for the year	-	-
	6,248.08	6,248.08

	17,796.09	17,307.89
--	------------------	------------------

Particulars	As at 31 March 2024	As at 31 March 2023
13 Borrowings		
Secured loan	-	-
	-	-

Terms of secured loan:

The Loan is taken at an interest rate of 12.00% p.a for tenure of 13 months.

Particulars	As at 31 March 2024	As at 31 March 2023
14 Trade payables		
Dues to Micro, Small and Medium Enterprises	-	-
Others	11,246.36	6,293.74
	11,246.36	6,293.74

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 2023 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year as at March 31,2023: Nil (March 31 2022: Nil)

Particulars	As at 31 March 2024	As at 31 March 2023
15 Other current liabilities		
Other Payables	0.8	-
Statutory dues payable *	1.53	3.50
	2.33	3.50

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

Particulars	As at 31 March 2024	As at 31 March 2023
16 Current Tax Liabilities (Net)		
Provision for Income Tax	51.50	46.18
	51.50	46.18

Particulars	As at 31 March 2024	As at 31 March 2023
-------------	------------------------	------------------------

Avance Technologies Limited
Annual Report FY 2023-24

17 Revenue from operations

Trading income	14,429.06	3,053.20
	14,429.06	3,053.20

Particulars	As at 31 March 2024	As at 31 March 2023
--------------------	--------------------------------	--------------------------------

18 Other income

Interest received	-	-
Sundry Balance W/off	1.63	1.16
Long Term Capital Gain	251.59	-
	253.23	1.16

Particulars	As at 31 March 2024	As at 31 March 2023
--------------------	--------------------------------	--------------------------------

19 Purchases

cost of products	15,437.90	3,258.87
	15,437.90	3,258.87

20 Particulars

Particulars	As at 31 March 2024	As at 31 March 2023
Change in stock-in-trade		
Opening stock	658.64	377.53
Closing stock	(1,955.45)	(658.64)
	(1,296.81)	(281.11)

Particulars	As at 31 March 2024	As at 31 March 2023
--------------------	--------------------------------	--------------------------------

21 Employee benefits expense

Salary	8.62	10.686
Bonus to staff	-	-
Staff welfare	-	-
	8.62	10.69

Particulars	As at 31 March 2024	As at 31 March 2023
--------------------	--------------------------------	--------------------------------

22 Finance cost

Bank Charges	0.03	0.01
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Avance Technologies Limited
Annual Report FY 2023-24

Interest	-	-
	0.03	0.01

Particulars	As at 31 March 2024	As at 31 March 2023
23 Other expenses		
Interest on late payment	-	-
Electricity Expenses	-	-
Houskeeping charges	-	-
Listing & Other Fees	10.70	8.28
Brokerage and other Charges	9.56	3.69
Auditor remuneration	0.60	0.30
Communication Expenses	0.37	0.22
Printing & Stationery	0.24	0.17
Professional Fees and legal fees	6.49	1.08
Legal and advertisement charges	0.96	0.04
Rates and taxes	0.02	0.53
Courier and postage	-	-
Travelling & Conveyance Expenses	0.09	-
Office expense	0.12	0.13
Late fees & fine GST	0.03	-
Demat Charges	0.02	1.18
ROC Charges	0.16	-
Short Term Loss on Quoted	-	-
Long Term Loss on Quoted	-	-
	29.36	15.63

Particulars	As at 31 March 2024	As at 31 March 2023
24 Exceptional Items		
Amount written off	-	-
Provision for Bad and Doubtful Debts	-	-
Provision for expected credit loss	-	-
Provision for diminution in value of investments	-	-
Amount of Investment written off restroe	-	-
	-	-

Avance Technologies Limited
Annual Report FY 2023-24

25 Contingent liabilities and commitments

Particulars	As at 31 March 2024	As at 31 March 2023
Contingent liabilities		
Income tax demand & disputes pending before appellate authorities (refer note below)	0.00	0.00

26 Auditors' remuneration excluding applicable tax

Particulars	As at 31 March 2024	As at 31 March 2023
As auditor		
- Audit Fees	0.30	0.00
- Tax Audit Fees	0.00	0.00
	0.30	0.00

27 Earnings per share

The following table sets forth the computation of basic and diluted earnings per share :

Particulars	As at 31 March 2024	As at 31 March 2023
Net profit for the year attributable to equity shareholders	488.20	40.60
Weighted average number of equity shares of Rs 1 each used for calculation of basic earnings per share (adjusted for partly paid shares)	1,981,917,430	1,981,917,430
Earnings per share, basic and diluted*	0.0246	0.0020

*The Company has no potentially dilutive equity shares

28 Related party transaction

(i) Names of related parties and description of relationship:

a) Entity where exercise control

(1) Avance Ventures Private Limited (wholly owned subsidiary)

b) Key management personnel

(1) Mr. Shrikrishna Bhamidipati (Managing Director)

(2) Mr. Vasant Bhoir (Director)

c) Other related parties where common control exists

Avance Technologies Limited
Annual Report FY 2023-24

(ii) **Related party transactions:**

Particulars	As at 31 March 2024	As at 31 March 2023
Director' Remuneration	-	-

(iii) **Amounts outstanding as at the balance sheet date:**

Particulars	As at 31 March 2024	As at 31 March 2023
	-	-

29 Income tax

Income tax expense in the statement of profit and loss consists of:

Statement of profit or loss

	As at 31 st March, 2024	As at 31 st March, 2023
Current income tax:		
In respect of the current period	-	9.67
Deferred tax		
In respect of the current period	-	-
Income tax expense reported in the statement of profit or loss	-	9.67
Income tax recognized in other comprehensive income		
- Deferred tax arising on income and expense recognized in other comprehensive income	-	-
Total	-	9.67

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

	As at March 31, 2024	As at March 31, 2023
Profit before tax	503.20	50.27
Enacted income tax rate in India	25.75%	25.75%
Computed expected tax expense	129.58	12.95
Effect of:		
Tax (credit) / paid as per book profit	-	-
Expenses disallowed for tax purpose	-	-
Others	-	-

Avance Technologies Limited
Annual Report FY 2023-24

Total income tax expense	129.58	12.95
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Deferred tax

Deferred tax relates to the following:

	Balance sheet		Statement of profit and loss	
	As at 31 st March, 2024	As at 31 st March, 2023	As at 31 st March, 2024	As at 31 st March, 2023
Property, plant and equipment	0.46	0.46	-	-
Net deferred tax (charge)				
Net deferred tax assets/ (liabilities)	0.46	0.46	-	-

30 Financial instruments

The carrying value and fair value of financial instruments by categories are as below:

	Carrying value	
	As at 31 st March, 2024	As at 31 st March, 2023
Financial assets		
Fair value through profit and loss		
Investment in equity shares (*)	21,075.34	23,662.22
Amortised cost		
Loans and advances (^)	935.76	935.76
Receivable others (^)	3.68	3.68
Trade receivable (^)	1,214	115.35
Cash and cash equivalents (^)	1,479.51	5.50
Unsecured Loan given to third party (^)	-	-
Deposit with Black Horse Media & Ent. Pvt Ltd (^)	2.00	2.00
Staff advance (^)	-	-
Total assets	24,710.23	24,724.51
Financial liabilities		
Amortised cost		
Borrowings (^)	-	-
Trade and other payables (^)	11,246.36	6,293.74
Other financial liabilities (^)	-	-
Total liabilities	11,246.36	6,293.74

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(*) The fair value of these investments in equity shares are calculated based on discounted cash flow approach for un-quoted market instruments which are classified as level III fair value hierarchy.

(^) The carrying values of these accounts are considered to be the same as their fair value, due to their short term nature. Accordingly, these are classified as level 3 of fair value hierarchy.

31 Financial risk management

The Company has exposure to following risks arising from financial instruments-

- credit risk
- market risk
- liquidity risk

(a) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(b) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) from its financing activities including deposits with banks and investment in quoted and un-quoted equity instruments.

i) Trade and other receivables:

Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

Expected credit loss (ECL) assessment for corporate customers

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (including but not limited to past payment history, security by way of deposits, external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement.

ii) Other financial assets and

deposits with banks:

Credit risk on cash and cash equivalent is limited as (including bank balances, fixed deposits and margin money with banks) the Company generally transacts with banks with high credit ratings assigned by international and domestic credit rating agencies.

(c) Market Risk

Equity price risk

The Company is exposed to equity price risk from investments in equity securities measured at fair value through profit and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market indices and based on company performance for un-equity instruments. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors. Further, major investments in un-quoted equity instruments are strategic in nature and hence invested for long-term purpose.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to its short term borrowings in nature of working capital loans, which carry floating interest rates. Accordingly, the Company's risk of changes in interest rates relates primarily to the Company's debt obligations with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant. The impact on entity's loss before tax due to change in the interest rate/ fair value of financial liabilities are as disclosed below:

Particulars	Year ended 31 st March, 2024		Year ended 31 st March, 2023		Year ended 31 st March, 2021	
	Change in interest rate	Effect of after tax	Change in interest rate	Effect of after tax	Change in interest rate	Effect of after tax
Short-term borrowings	+1%	0.05	+1%	0.05	+1%	0.05
	-1%	(0.05)	-1%	(0.05)	-1%	(0.05)

(d) Liquidity Risk

Liquidity is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing the liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived.

Exposure to liquidity risk

The table below details the Company's remaining contractual maturity for its non-derivative financial liabilities. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	Carrying	Contractual cash flows
-------------	----------	------------------------

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	value	Total	On demand	< 1 Yr	>1 Yr
31 March 2024					
Borrowings	-	-	-	-	-
Trade and other payables	11,246.36	11,246.36	11,246.36	-	-
Other financial liabilities	-	-	-	-	-
	11,246.36	11,246.36	11,246.36	-	-
31 March 2023					
Borrowings	-	-	-	-	-
Trade and other payables	6,293.74	6,293.74	6,293.74	-	-
Other financial liabilities	-	-	-	-	-
	6,293.74	6,293.74	6,293.74	-	-
31 March 2022					
Borrowings	-	-	-	-	-
Trade and other payables	3,019.71	3,019.71	3,019.71	-	-
Other financial liabilities	-	-	-	-	-
	3,019.71	3,019.71	3,019.71	-	-

32 Capital management

The Company's objective is to maintain a strong capital base to ensure sustained growth in business and to maximize the shareholders value. The Capital Management focuses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Company's adjusted net debt to equity ratio is analyzed as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Total equity (A)	37,615.26	37,127.05
Total borrowings (B)	-	-
Total capital (C)= (A) +(B)	37,615.26	37,127.05
Total loans and borrowings as a percentage of total capital (B/C)	0.00%	0.00%
Total equity as a percentage of total capital (A/C)	100.00%	100.00%

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The company has availed the facility from M/s IL & FS Financial Services Ltd during F.Y. 2017-2018 and the same was advanced to M/s MP Border Checkpost Development Company Limited (a subsidiary of IL & FS Transportation Networks Limited) vide agreement dated 28/03/2018. In June 2018, the problems in IL & FS Group surfaced as a result MP Border Checkpost Development Company Limited was unable to service its obligations. In light of the above developments the complete transaction was restructured asunder:

The obligation of MP Border Checkpost Development Company Limited was taken over IL & FS Transportation Networks Limited vide assignment deed dated 07.09.2018 which was further transferred to Srinagar Sonamarg Tunnelway Limited (a subsidiary of IL & FS Transportation Limited) vide

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assignment deed dated 22/09/2018.
 The insolvency proceedings have been initiated against the IL & FS group. Pursuant to the Order passed by Hon'ble National Company Law Tribunal the IL & FS Group are under moratorium. The claim by IL & FS Financial Services Limited is being contested by the Company before Hon'ble National Company Law Tribunal.
 As the claim of IL & FS Financial Services Limited and the company's claim against Srinagar Sonamary Tunnelway Limited are dependent upon the outcome of the proceedings before Hon'ble National Company Law Tribunal, the necessary treatment shall be given to the transactions on the outcome of the proceedings.

1 Financial Ratios

a. Current ratio = Current assets divided by current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Current Assets	8,614.78	4,745.36
Current Liabilities	11,300.19	6,343.42
Ratio	0.76	0.75
% Change from previous period	0.02	-

Increase in Current ratio is because of more increase in current liabilities as compare to increase in current asset.

b. Debt Equity ratio = Total debt divided by total equity where total debt refers to sum of current and non-current borrowings

Particulars	As at 31 March 2024	As at 31 March 2023
Total debt	-	-
Total equity	37,615.26	37,127.05
Ratio	-	-
% Change from previous period	-	-

Since there were no outstanding debts

c. Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments

Particulars	As at 31 March 2024	As at 31 March 2023
Since there were no outstanding debts		

d. Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Average Equity

Particulars	As at 31 March 2024	As at 31 March 2023
Net Profit after Tax	488.20	40.60
Average equity employed	37,615.26	37,127.05
Ratio	0.01298	0.00109
% Change from previous period	-10.87	-

Negative return on equity ratio is due to increase in average equity employed as compared to previous year

e. Trade Receivables turnover ratio = Sales divided by Average trade receivables

Particulars	As at	As at
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	31 March 2024	31 March 2023
Sales	14,429.06	3,053.20
Average Trade receivables	664.65	57.67
Ratio	21.709	52.939
% Change from previous period	(0.59)	-

Increase in trade receivables is due to increase in revenue

f. Trade payables turnover ratio = Purchases divided by Average trade payables

Particulars	As at 31 March 2024	As at 31 March 2023
Purchases	15,437.90	3,258.87
Average trade payables	8,770.05	5,804.24
Ratio	1.76	0.56

There is increase in trade payables turnover ratio because of increase in purchases in current year as compare to previous year.

g. Net capital Turnover Ratio = Sales divided by Net Working capital whereas net working capital= current assets - current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Sales	14,429.06	3,053.20
Net working Capital	(2,685.41)	(1,598.06)
Ratio	(5.37)	(1.91)
% Change from previous period	1.81	-

Due to increase in revenue in current year there is increase in net capital turnover ratio

h. Net profit ratio = Net profit after tax divided by Sales

Particulars	As at 31 March 2024	As at 31 March 2023
Net Profit After Tax	488.20	40.60
Sales	14,429.06	3,053.20
Ratio	0.03	0.01
% Change from previous period	-1.54	-

There is increase in profit as compare to previous year resulting & also in sales figure to decrease in net profit ratio.

i. Return on Capital employed (pre cash)=Earnings before interest and taxes(EBIT) divided by Average Capital Employed

Particulars	As at 31 March 2024	As at 31 March 2023
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Profit before tax* (A)	503.20	50.27
Finance costs* (B)	-	-
Other income excluding Trade finance income* (C)	253.23	1.16
EBIT (D) = (A)+(B)-(C)	249.98	49.12
Average Capital Employed (E)	37,615.26	37,127.05
Ratio	0.01	0.00
% Change from previous period	(4.02)	-
	-	-

Return on Capital Employed is Negative since there is due to increase in average equity employed as compared to previous year

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value. The following table summarizes the capital of the Company.

Particulars	As at	As at
	31 March 2024	31 March 2023
Equity share capital	19,819.17	19,819.17
Other equity	17,796.09	17,307.89
Warrant Application Money Received	-	-
Total equity (A)	37,615.27	37,127.06
Current borrowings	-	-
Current maturity of non-current borrowings	-	-
Total debt (B)	-	-
Less : Cash and cash equivalents	(1,479.51)	(5.50)
Net debt (C)	(1,479.51)	(5.50)
Capital and net debts (D = A + C)	36,135.76	37,121.56
Debt equity ratio (B / A)	-	-
Capital gearing ratio (B / D)	-	-

There are no borrowings hence capital gearing ratio not applicable.

Contingent liabilities and commitments

There are no contingent liabilities and commitments.

Prior year comparatives

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

**SIGNIFICANT ACCOUNTING POLICIES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH 2024**

NOTE -1 BASIC ACCOUNTING POLICIES

1. Corporate Information:

Avance Technologies Limited (“the parent company”) together with its subsidiary incorporated in India (collectively referred to as “we”, “us”, “our”, “the Company” or the “Group”) is operates in software related products. The Registered office of the company is located at Office No. 226/227, Majestic Center, Second Floor, 144 Opera House, NA Mumbai, Maharashtra - 400004, India.

These financial statements were authorized for issue in accordance with a resolution of the directors on 28th May, 2024.

The Company’s shares are listed for trading on BSE Limited.

Recent Amendments:

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time for the year ended 31st March 2024. All of them have been considered in preparation of these Consolidated Financial Statements to the extent applicable.

2. Basis of preparation and Significant accounting policies:

▪ **Basis of preparation:**

(1) Compliance with Ind AS

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (“Ind AS”) notified under The Companies (Indian Accounting Standards) Rules, 2015 and The Companies (Indian Accounting Standards) amendment Rules 2016, as amended with effect from April 1, 2017. The financial statements of the Company have been prepared and presented in accordance with Ind AS.

(2) Historical Cost Convention

The Consolidated financial statements of Subsidiaries are prepared for the same reporting year as the parent company and are prepared in accordance with Indian Accounting Standard (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values, the provisions of the Companies Act, 2013 (“the Act”) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The material accounting policy information used in preparation of the audited consolidated financial statements have been discussed in the respective notes.

(3) Rounding of Amounts

The consolidated financial statements are presented in INR and all the values are rounded off to the nearest lakhs (INR 100,000) except when otherwise indicated.

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▪ **Summary of significant accounting policies:**

(a) Current versus non-current classification:

The group presents assets and liabilities in the balance sheet based on current /non-current classification.

1) An asset is treated as current when it is:

- a. Expected to be realised in normal operating cycle or within twelve months after the reporting period held primarily for the purpose of trading, or
- b. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- c. All other assets are classified as non-current.

2) A liability is current when:

- a) It is expected to be settled in normal operating cycle or due to be settled within twelve after the reporting period or
- b) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

3) The group classifies all other liabilities as non-current.

4) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The group has identified period of twelve months as its operating cycle.

a) Use of Estimates and Assumptions:

The preparation of consolidated financial statements in accordance with Ind AS requires subjective and complex judgments to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses at the date of these financial statements.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- a) Fair value of Financial Assets and Financial liabilities,
- b) The useful lives of, or expected pattern of consumption of the future economic benefits bodied in, depreciable assets,
- c) Valuation of Inventories and Inventory obsolescence,
- d) Provisions and Bad Debts.

Key source of estimation of uncertainty as at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

Investment in equity shares:

The group is exposed to equity price risk from investments in equity securities measured at fair value through profit and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market

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indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors.

Taxes:

The group uses judgments based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The group establishes provisions, based on reasonable estimates, for possible consequences of assessments by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Company's domicile.

Minimum Alternative Tax ("MAT") credit is recognised as deferred tax asset based on evidence that the group will pay normal income tax during the specified period. Significant judgments are involved in determining the future taxable income and future book profits, including amount of MAT credit available for set-off.

Impairment of non-financial assets:

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the budget for future years and do not include restructuring activities that the group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Impairment of financial assets:

The group assesses impairment of financial assets ('Financial instruments') and recognizes expected credit losses in accordance with Ind AS 109. The group provides for impairment of trade receivables and unbilled revenue outstanding for more than 1 year from the date they are due for payment and billing respectively.

The group provides for impairment of investment in subsidiaries. Impairment exists when there is a diminution in value of the investment and the recoverable value of such investment is lower than the carrying value of such investment.

b) Fair value measurement:

The group measures financial instrument such as investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability - or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the group.

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The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Currently group carries those instruments in level 1 inputs of the above mentioned fair value hierarchy.

For the purpose of fair value disclosures, the group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

c) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1) Financial assets:

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments assets at amortised cost
- Equity instruments measured at fair value through profit or loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Debt instruments at amortized cost:

A debt instrument is measured at amortised cost (net of any write down for impairment) if both the following conditions are met:

- the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes), and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding.

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Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit and loss. The losses arising from impairment are recognised statement of profit and loss. This category generally applies to trade and other receivables.

Financial assets at fair value through OCI (FVTOCI):

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets at fair value through profit and loss:

FVTPL is a residual category for company's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss.

In addition, the company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has not made any such election. This classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investment in subsidiary is measured at cost.

De-recognition:

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation

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to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; it evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets:

The group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS109 ('Financial instruments') requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

2) Financial Liabilities:

Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The group financial liabilities include trade payables, lease obligations, and other payables.

Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost:

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

3) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4) Re-classification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities.

For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

d) Impairment of non-financial assets:

Non-financial assets including Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the consolidated statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

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e) Lease:

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Company as a lessee:

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. An operating lease is a lease other than a finance lease.

Operating lease:

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight line basis.

f) Revenue recognition:

i. Sale of Goods

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer, usually on delivery of the goods and when all the following conditions are satisfied:

- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Company; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns and allowance, trade discounts and volume rebates and does not include Value added tax (VAT), Central Sales tax (CST) and any other taxes.

ii. Other income:

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date. The right to receive dividend is generally established when shareholders approve the dividend.

Interest income is recognized as it accrues in the consolidated statement of profit and loss using effective interest rate method.

g) Property, Plant and Equipment:

There are no property, plant or Equipment in the company for the year 2023-24.

h) Foreign currency translation:

(i) Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

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(ii) Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences:

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise except those arising from investments in non-integral operations.

i) Taxes:

Tax expense comprises of current and deferred tax.

Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Tax liability under Minimum Alternate Tax (“MAT”) is considered as current tax. MAT entitlement is considered as deferred tax.

Minimum Alternative Tax (“MAT”) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred Tax:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses

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can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Un-recognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) Provisions, Contingent liabilities, Contingent assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, where an inflow of economic benefits is probable.

k) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

l) 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 Indian Accounting Standard-108 is not applicable.

m) 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.

n) Retirement and other employee benefits:

Employee benefits include provident fund and compensated absences.

Defined contribution plans:

Contributions payable to recognized provident funds, which are defined contribution schemes, are charged to the consolidated statement of profit and loss.

Short-term employee benefits:

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. Compensated absences, which are expected to be utilised within the next 12 months, are treated as short-term employee benefits. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

o) Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the group cash management.

p) Trade Receivable:

Trade receivables are recognized at fair value, the outstanding balances of sundry debtors, advances etc. are verified by the management periodically and on the basis of such verification management determines whether the said outstanding balance are good, bad or doubtful and accordingly same are written off or provided for.

Receivables that are expected in one year or less, are classified as current assets, if not they are presented as non-current assets.

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q) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash in hand and Balances with Banks.

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