



AVANCE TECHNOLOGIES LIMITED

L51900MH1985PLC035210

ANNUAL REPORT

2017-18

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

Key Managerial Personnel

Vijay Purohit	Chief Financial Officer
Srikrishna Bhamidipati	Compliance Officer

AUDITORS

Mohandas & Co.,
Chartered Accountants

PRINCIPAL BANKERS:

Dhanlaxmi Bank
Bank of Baroda
Axis Bank
IDBI Bank

REGISTERED OFFICE

Avance Technologies Limited

Unit no. 7, Aidun Building, 5th Floor,
Near Metro, New Marine Lines,
Mumbai - 400002.

Phone: 9987053725

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

Website: www.avance.in

CIN: L51900MH1985PLC035210

REGISTRAR AND SHARE TRANSFER AGENT

Purva Sharegistry (I) Private Limited

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

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CONSOLIDATED FINANCIALS

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NOTICE:

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of Avance Technologies Limited will be held on Saturday, 29th September, 2018 at 11.00 a.m. at Kshatriya Dnyati Sabhagruh, Raja Ram Mohan Roy Road, Opp. Portuguese Church, Girgaum, Mumbai 400004, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. The Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon;
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the report of the Auditors thereon.

2. To appoint a Director in place of Mr. Sanjay Tak (DIN: 07471365) Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

3. Appointment of Statutory Auditor:

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

"RESOLVED THAT pursuant to sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. Mohandas & Co., Chartered Accountants having Firm Registration No. 106529W, be and is hereby appointed as the Statutory Auditors of the Company who shall hold office for a period of five years, from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting of the company, on such remuneration and out of pocket expenses as may be mutually agreed by them with the Board of Directors.

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

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

**Sd/-
Srikrishna Bhamidipati
Chairman & MD**

**Place: Mumbai.
Date: 6th September, 2018**

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 Sunday, 23rd September, 2018 to Saturday, 29th September, 2018 (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 2017-18 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 2017-18 will also be available on the Company's website viz. www.avance.in

9. Voting through electronic means:

In Compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service by Central Depository Services Limited (CDSL), the instructions for remote e-voting are as under:

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

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

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Wednesday, 26th September, 2018 at 9:00 a.m. and ends on Friday, 28th September, 2018 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

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

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

Name	Sanjay Tak
DIN	07471365
Qualification	Graduate
Expertise in specific general functional area	He has over seven years of experience in business administration and marketing.
No. of shares held	-
No. of Board Meetings attended in FY 2017-18	4

Place: Mumbai.
Date: 6th September, 2018.

For and on behalf of the Board
For Avance Technologies Limited
Sd/-
Srikrishna Bhamidipati
Chairman & MD

BOARD'S REPORT

TO
THE MEMBERS
AVANCE TECHNOLOGIES LIMITED

#

Your Directors have pleasure in presenting Thirty Fourth Annual Report along on the business and operations of your Company together with the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2018.

Financial Results:

The financial highlights are depicted below: # # # # # (Rs. In Lakhs)

Particulars	Standalone		Consolidated
	2017-18	2016-17	2017-18
	(Rs.)	(Rs.)	(Rs.)
Total Revenue from operations	29,27,89,577	89,93,12,084	29,27,89,577
Total Expenses	29,10,97,388	89,71,82,538	29,10,97,388
Profit/ (Loss) Before Tax	16,92,189	21,29,546	16,92,189
Less Current year Tax	4,75,167	-	4,75,167
Less: Deferred Tax	16,248	8,139	16,248
Profit After Tax	12,00,744	21,21,407	12,00,744
EPS	0.008	0.001	0.008

(1) Financial Highlights:

The Company registered a fall in the total revenue. The Total Revenue stood at Rs. 29.27 Crores as compared to Rs. 89.93 Crores. The Company registered Net Profit of Rs. 12.01 lacs as compared to a profit of Rs. 21.21 lacs in the previous year. The Earnings per share for the Financial Year 2017-18 stood at Rs. 0.008 per share.

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

(2) Dividend:

Considering the overall business requirements, your directors have not recommended dividend for the Financial Year 2017-18. The management believes that conserving financial resources will enhance the ability to take advantage of lucrative business opportunities.

(3) Share Capital:

The paid up Equity Share Capital of the Company as at March 31, 2018 stood at Rs. 198,19,17,430/- divided into 19,81,91,743 equity shares of Re. 10/- each. During the year under review, the Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity.

(4) Particulars of contracts or arrangements with Related Parties referred to in Sub-section (1) of Section 188:

There were no Related Party Transactions during the financial year under review. Generally, all related party transactions are into at an arm's length basis and in the ordinary course of business and were in compliance with

the applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All related party transactions are placed before the Audit Committee for review and approval of the Committee and also to the Board for approval. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on the Company's website viz URL: <http://www.avance.in>.

The details of related party transactions entered into by the Company are provided in Form AOC-2 given as "**Annexure A**" of Board's Report. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

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

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

(6) Subsidiaries, Joint Ventures and Associate Companies:

The Company has only one wholly owned subsidiary incorporated in United Kingdom under the name "Avance Technologies Limited". Pursuant to the provision of Section 129 (3) of the Companies Act, 2013, the performance and financial position of Subsidiaries, Associates and Joint Venture companies are described in Form AOC-1 which is annexed herewith as "**Annexure - C**". Further the Company does not have any Joint Venture or Associate Company.

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

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

(8) Management Discussion and Analysis Report:

In terms of the Regulation 34(e) read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, MDA covering details of Risks and Concerns, Internal Control Systems and their Adequacy, Discussion on Financial Management's Performance with respect to Operational Performance etc. for the year under review is set out in this Annual Report.

(9) Corporate Governance Report:

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

(10) Directors Responsibility Statement:

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

- i. Your Company has, in the preparation of the annual accounts for the year ended 31st March, 2018, followed the applicable accounting standards along with proper explanations relating to material departures, if any;
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit of your company for the financial year ended 31st March, 2018;

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

(11) Corporate Social Responsibility:

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

(12) Appointment and Resignation of Directors and Key Managerial Personnel:

a. Directors retiring by rotation

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

(13) Meetings of the Board:

The Board of the Company is endlessly focused for the growth and expansion of the Company. It is further involved to strategize the optimum utilization of the available resources and to reduce cost so as to improve the profitability of the Company and also to generate additional opportunities to increase overall performance of the Company.

The Management of the Company is also striving towards becoming a 100% compliant entity and to improve its investor relations by sharing latest and correct information with its stakeholders and thereby creating a transparent atmosphere.

During the year under review, the Board of Directors met Nine (9) times on the following dates: 12th April, 2017, 19th May, 2017, 29th May, 2017, 14th August, 2017, 6th September, 2017, 14th November, 2017, 24th November, 2017, 13th February, 2018 and 28th March, 2018.

(14) Declaration by Independent Directors:

The company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under section 149 (7) of the Companies Act, 2013 and Regulation 16(1) 9b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(15) Nomination and Remuneration Policy:

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

(16) Statutory Auditor:

M/s. Mohandas & Co, Chartered Accountants were appointed as statutory auditors of the Company to fill the casual vacancy due to resignation of M/s DP Agarwal & Co., Chartered Accountants. It is proposed to appoint M/s Mohandas & Co, Chartered Accountants as the Statutory Auditors of the company for a period of five years the conclusion of this Annual General Meeting till the Conclusion of 39th Annual General Meeting to be held during Financial Year 2022-2023. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and

the Rules framed there under for reappointment as Statutory Auditors of the Company. Further, their appointment if made would be within the limits specified in the Companies Act, 2013.

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(17) Statutory Auditor's Report:

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

(18) Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed **Namita Agarwal & Co.**, Practicing Company Secretaries, as its Secretarial Auditors to undertake the Secretarial Audit of the Company for the year ended 31st March, 2018.

(19) Secretarial Auditor Report:

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

(20) Internal Auditor:

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

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

(21) Deposits:

The Company has neither invited nor accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 from the public during the year ended March 31, 2018. There were no unclaimed or unpaid deposits as on March 31, 2018.

(22) Particulars of Employees and related Disclosures:

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

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

(23) Extract of Annual Return:

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