

# **29<sup>th</sup> ANNUAL REPORT**

## **2017-2018**

### **ADVANCE LIFESTYLES LIMITED**

**2<sup>nd</sup> FLOOR, WEST WING ELECTRIC MANSION, APPASAHEB MARATHE MARG, WORLI, MUMBAI 400025**

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**BOARD OF DIRECTORS**

CHAIRMAN AND MANAGING DIRECTOR : **MR. PHULCHAND AGARWAL**

DIRECTOR : **MR. SOM DUTT VYAS**

INDEPENDENT NON EXECUTIVE WOMAN DIRECTOR : **MRS. REET K KESWANI**

**BANKERS**

CORPORATION BANK  
KOTAK MAHINDRA BANK

**REGISTERED OFFICE**

2<sup>TH</sup> FLOOR, WEST WING ELECTRIC MANSION,  
APPASAHEB MARATHE MARG,  
WORLI, MUMBAI – 400 025.

**CORPORATE/ADMINISTRATIVE OFFICE**

FF 21-22, ADVANCE PLAZA,  
OUTSIDE DELHI GATE, AHMEDABAD - 380 004.

**REGISTRAR AND SHARE TRANSFER AGENTS**

BIGSHARE SERVICES PRIVATE LIMITED  
A-802 SAMUDRA COMPLEX, NR CLASSIC GOLD HOTEL,  
OFF. C G ROAD, NAVARANGPURA,  
AHMEDABAD – 380 009.

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## NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Advance Lifestyles Limited will be held on Saturday, 29th September, 2018 at 11.00 a.m. at 2nd Floor, West Wing Electric Mansion, Appasaheb Maratha Marg, Worli, Mumbai- 400 025 to transact the following business:

### **ORDINARY BUSINESS:**

#### **ADOPTION OF FINANCIAL STATEMENTS:**

1. To receive, consider and adopt Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon.

#### **RE-APPOINTMENT OF DIRECTOR:**

2. To appoint a Director in place of Shri Som Dutt Vyas (DIN 00026670) , who retires by rotation and being eligible, offers himself for re-appointment.

#### **APPOINTMENT OF AUDITORS:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Dhiren Shah & Co., Chartered Accountants, Ahmedabad, (Firm Registration No. FRN114633W) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee / Board of Directors of the Company.”

For and on behalf of the Board

Sd/-

Place : Mumbai  
Date : 29.05-2018  
Regd. Office  
2nd Floor, West Wing Electric Mansion, Appasaheb Marathe Marg,  
Worli, MUMBAI 400 025  
CIN- L45309MH1988PLC268437

Som Dutt Vyas  
Director  
DIN-00026670

### **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. THE PROXY NEED NOT BE A MEMBER.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member

holding more than ten percent 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 shareholder.

3. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. As per the requirements of SEBI (Listing Obligations and Disclosure Requirements), 2015, information regarding Director seeking re-appointment is given in Corporate Governance Report annexed to the Report of Board of Directors.
5. The Register of members and share transfer books of the Company will remain closed from 22<sup>ND</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of 29<sup>th</sup> Annual General Meeting.
6. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
7. Members are requested to bring their copy of Annual Report at the meeting.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agents of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. Members may please note that pursuant to SEBI directives, with effect from July-2017, the Registrar & Transfer Agents of the Company have been changed and new Registrar & Transfer Agents of the Company are M/s BIG SHARE SERVICES PRIVATE LIMITED. Their Address and Contact information are given elsewhere in this Annual Report.
10. As per the practice, this year also, we are publishing all the statutory disclosures in the print version of the Annual Report. Electronic copies of the Annual Report 2017-2018 and Notice of 29<sup>th</sup> Annual General Meeting are being sent to the Members whose email address are registered with the Company/ Registrar & Transfer Agents / Depository Participants. For Members who have not registered their email address, physical copies are being sent in permitted mode.
11. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rule, 2014 as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Cut-off date i.e. 22.09.2018, are entitled to vote on the resolutions set forth in this Notice.
12. Members who have acquired shares after the dispatch of the Annual Report and before the Cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
13. The instructions for shareholders voting electronically are as under:
  - i. The voting period begins on 09.00 a.m. on Wednesday, 26<sup>th</sup> September, 2018 and ends on

05.00 p.m. Friday, 28.09.2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.09.2018 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](http://www.evotingindia.com).
- iii. Click on Shareholders.
- iv. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. 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. you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user, follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
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"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Advance Lifestyles 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 login 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 use Mobile app - “m - Voting” for e voting. “m – Voting” app is available on Apple, Android and Windows based Mobile. Shareholders may log in to “m – Voting” using their e voting credentials to vote for the company resolution(s).
- xix. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### 14. Other Instructions:

- a. Mr. Dushyant B Dholakia, Practicing Company Secretary (FCS 2169 and COP 12302) , has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b. The Scrutinizer shall immediately after the conclusion of voting after the Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make, not later than forty eight hours of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Chairman or person authorised by him in writing shall declare the results of the voting forthwith.
- c. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s



website [www.advance.net.in](http://www.advance.net.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman.

- d. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- e. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their Demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate to their Depository Participants immediately.
- f. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s Bigshare Services Private Limited / Corp. /Admn. Office of the Company immediately.
- g. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) and bank details by every participant in securities market. Members holding shares in physical form can submit their PAN and bank details to M/s Bigshare Services Private Limited / Corp. /Admn. Office of the Company of the Company.

The results shall simultaneously be communicated to the Stock Exchange, Mumbai.

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**DIRECTORS' REPORT**

To,  
The Members,  
**ADVANCE LIFESTYLES LIMITED**  
Mumbai

Your Directors have pleasure in presenting herewith the **29th Annual Report** together with the Audited Financial Statements for the year ended 31st March, 2018.

**FINANCIAL RESULTS:**

The highlights of Financial Results of the Company for the financial year ended 31<sup>st</sup> March, 2018 are as under:

<b>Particulars</b>	<b>(Rs. in lacs)</b>	
	<b>Year ended 31<sup>st</sup> March, 2018</b>	<b>Year ended 31<sup>st</sup> March, 2017</b>
Total Income	1324.60	85.62
Depreciation	0.46	0.51
Profit / (Loss) before Tax	1301.06	43.66
Profit / (Loss) after Taxation	840.58	28.36
Profit / (Loss) brought forward from last year	28.35	-2.39
Balance Profit / (Loss) carried forward to Balance Sheet	840.58	28.36

**OPERATIONS AND FUTURE PLANS:**

During the year under review, the Company has not carried out any major activities in either segment (textile / real estate) except some trading in textiles, Sale of Investment in Flats (which transactions are likely to be reversed) and financing transactions and has showed Pre-Tax Profit of Rs.1301.06 lacs as against a Pre-tax Profit of Rs.43.66 lacs (*Previous Year*).

**DIVIDEND:**

Your Directors do not recommend any dividend.

**CAPITAL EXPENDITURE:**

The Company has not made any Capital Expenditure during the year under review.

**OLD TEXTILE DUES:**

In terms of the agreement executed between the Textile Labour Association, a recognized representative Union of the Mill workers and the Order of Hon'ble Gujarat High Court dated 11.2.2008, the Company has received further resignations from workers during the Year ended 31.03.2018.

**CHANGE IN NATURE OF BUSINESS:**

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

**LISTING:**

The Equity Shares of the Company continue to remain listed on BSE Limited.

**EMPLOYEES' STOCK OPTION SCHEME:**

The Company has not granted any Employee Stock Option within the meaning of Section 62(1)(b) of the Companies Act, 2013 read with its rules framed thereunder and respective SEBI guidelines.

**SUBSIDIARY COMPANIES:**

There is no subsidiary of the Company.

**CONSOLIDATED FINANCIAL STATEMENTS:**

As stipulated by SEBI LODR Regulations, 2015, Consolidated Financial Statements of the Company and its Subsidiary Companies are not required to be prepared. In absence of any Subsidiary Company, only Stand Alone Accounts are prepared

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134(3)(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:-

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the statement of affairs of the Company as at March 31, 2018 and of the Profit or Loss of the Company for the year ended on that date.
3. The Directors have taken proper and sufficient care 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.
4. The Directors have prepared the annual accounts of the Company on a going concern basis.
5. The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

A report as stipulated under SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 is given in Corp. Governance Report and forms part of the Annual Report.

**CORPORATE GOVERNANCE:**

The Company has taken necessary measures to comply with the newly introduced Listing Obligations and Disclosure Requirements, 2015 (LODR Regulations, 2015 ) i.e. A separate report on corporate Governance for the year ended on 31st March, 2018 is attached herewith as a part of this Annual Report. A certificate from Statutory Auditors of the Company regarding compliance of Corporate Governance as stipulated under the LODR Regulations, 2015 is obtained by the Company and annexed to the Corporate Governance Report.

#### **BOARD COMMITTEES:**

The details of various Committees and details of their Meetings held under the period under review are given in the report on Corporate Governance, which forms part of this Report.

#### **POLICY ON NOMINATION AND REMUNERATION:**

The policy on Nomination and Remuneration is given in the report on Corporate Governance, which forms part of this Report.

#### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

All contracts / arrangements / transactions entered by the Company during the Financial Year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement/transaction with related parties which could be considered material in accordance with the provisions of the Act.

#### **CORPORATE SOCIAL RESPONSIBILITY(CSR):**

The provisions relating to Corporate Social Responsibility are not applicable to the Company.

#### **INTERNAL FINANCIAL CONTROL:**

The Company has in place, looking to its activities, adequate internal financial controls and a laid down Policy with reference to financial statements/ activities. No weakness in the design or operation has been observed.

During the period under review, there were no frauds reported by the auditors under the provisions of the Companies Act, 2013

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Shri Som Dutt Vyas retires by rotation and being eligible offers himself for re-appointment. Except that, there was no change in Directorate/ KMP during the Year under review.

A formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors, which is satisfactory. The Board has decided to widen the scope and enhance the volume of activities during the coming Year. Since only One Independent Director is on the Board, the question of meeting of Independent Directors does not exist. All the Directors are updated and familiarized with the activities of the Company.

#### **AUDITORS' OBSERVATIONS:**

The Auditors' Report does not contain any qualification, reservation or adverse remark. The observations made by the auditors are self-explanatory and are dealt with in the notes to the accounts.

**AUDITORS:**

M/s Dhiren Shah & Company, Chartered Accountants, the Statutory Auditors of the Company are holding office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013.

**SECRETARIAL AUDITOR:**

The Board has appointed Shri Dushyant B Dholakia, Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2017--2018. The Secretarial Audit Report for the financial year ended 31st March, 2018 is annexed herewith as Annexure to this Report. The Board sincerely endeavors to comply with the provisions of Companies Act, 2013 and SEBI Directives referred to in the Secretarial Audit Report.

**MEETINGS HELD DURING THE YEAR UNDER REVIEW:**

The Board met Four times during the year under review. For further details, please refer report on Corporate Governance annexed to this Report. The maximum time-gap between any two consecutive Board Meetings did not exceed 120 days.

**CONSERVATION of ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

Provisions of the Companies Act, 2013 for disclosure of information on Conservation of Energy and Technology Absorption are presently not applicable to the Company. There was no Foreign Exchange earning or outgo during the year under review.

**PARTICULARS OF EMPLOYEES:**

There were no employees drawing salaries in excess of limits prescribed under Section 197(12) of The Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 apply.

**FIXED DEPOSITS**

Your Company has not accepted any public deposits during the year under review.

**EXTRACT OF ANNUAL RETURN:**

Extract of Annual Return of the Company is annexed herewith as separate Annexure and forms part of this Report.

**GENERAL DISCLOSURES:**

- The Particulars of loans, guarantees or investments under Section 186 are given in the Financial Statements ( Please refer Schedule 11 read with Note No. 10 to the Accounts)
- In view of no major activities undertaken by the Company during the year under review, there are no elements of risks which in the opinion of the Board may threaten the existence of the Company.
- The Company is not making any payment of managerial Remuneration as envisaged under section 197(12) read with Rule 5 of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 except the payment of Fees for attending Meetings of Board/Committee to Independent Director and as such there is nothing to disclose. In view thereof, there is also nothing to disclose on Ratio of remuneration of each director to the median employee's remuneration and other prescribed details as required under Section 197(12) of the Companies Act read with Rule 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules -2014;
- The Company has no female employee, and as such there is nothing to disclose under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013
- The Company has framed Vigil Mechanism which incorporates the Whistle Blower Policy in terms of the Listing Agreement. Since the Company has not accepted any Public Deposits / Borrowings, there is nothing to disclose.
- The Company has not issued any Equity Shares with Differential Rights, Sweat Equity, ESOS, etc. during the Year under review.
- In terms of the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015, an Audit Committee as per the composition required is in place, to the extent possible. The Board of Directors have accepted the recommendation, if any, of the Audit Committee.
- No significant or material orders were passed by the Regulators or courts or Tribunals which impact the going concern status and Company's operations in future.

#### **ACKNOWLEDGEMENT:**

Your Directors place on record their sincere appreciation for continuous support and assistance received by the Company from the Textile Labour Association, Bankers and Financial Institutions.

The Directors also place on record their appreciation of dedicated and sincere services of the employees of the company at all levels.

The Company will make every effort to meet the aspirations of its Shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

**For and on behalf of the Board**  
**Sd/-**  
**Phulchand Agarwal**  
**Chairman**

Place: Mumbai  
 Date: 29<sup>th</sup> May, 2018

## SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

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

To,  
The Members,  
Advance Lifestyles Limited  
Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Advance Lifestyles Limited-CIN L45309MH1988PLC268437 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2018, ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
  - c. 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;
- (5) There are no other laws as are applicable specifically to this Company.

I have also examined compliance with the applicable clauses of :-

- (i) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR).
- (ii) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries Of India.

During the period under review, the Company has complied with the provisions of the Act, rules, Regulations, Guidelines, Standards etc. mentioned above except to the extent as mentioned below:

- a) The Company being a Listed Company, under Section 204 of the Companies Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is required to appoint a Company Secretary.

*I am informed by the management that that the Company is making sincere endeavor to fill the vacant post (since February-2013) of Company Secretary.*

- b) The Board of Directors has discontinued charging of interest on a Loan made to a Company, which is against the provisions of Section 186 (7) of the Companies Act, 2013.
- c) The Company being a Listed Company is required to have a Chief Financial Officer under Section 203 of the Companies Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

*The management is of the view that in absence of any major activities, presently there is no need for such post. In absence of any CFO, the Certification of Accounts under Regulation 17(8) of SEBI LODR Regulations, 2015 is done by the Managing Director himself.*

I further report that considering the total strength of three Directors, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director. there are presently 3 Directors including one woman Independent Director. This composition does not match with certain LODR requirements, as at the year end, as to the requirements of minimum number of Independent Directors in Audit Committee, 50% of Independent Directors, Holding of Internal Meeting of Independent Directors etc..

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board / Committee, as the case may be.

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

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

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.



- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations

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

**Place : Ahmedabad**  
**Date : 29.05.2018**

**Sd/-**  
**(Dushyant B Dholakia)**  
**FCS No.: 2169**  
**C P No.: 12302**

**Annexure-A****Annexure to the Secretarial Audit Report of even date**

To,  
The Members  
Advance Lifestyles Limited  
Mumbai

Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of the Secretarial Records is the responsibility of the management of the Company. My responsibility as Secretarial Auditors is to express an opinion on these records, based on my audit.
2. During the audit, I have followed the practices and process 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I 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. My examination was limited to the verification of procedure 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. While forming an opinion on compliance and issuing the Secretarial Audit Report, I have also taken into consideration the compliance related actions taken by the Company after 31<sup>st</sup> March, 2018 but before issue of the Report.

**Sd/-**  
**(Dushyant B Dholakia)**  
**FCS No.: 2169**  
**C P No.: 12302**

**Place : Ahmedabad**  
**Date: 29.05.2018**

**Auditors' Certificate on Corporate Governance**

To

The Members of **Advance Lifestyles Limited**

We have examined the compliance of conditions of Corporate Governance by **Advance Lifestyles Limited** ('the Company') for the year ended 31<sup>st</sup> March 2018, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations except Regulation 17(1)(b), 18(1)(b), 19(1)(C) and Clauses (b), (c), (f), (g) and (i) of Regulation 46(2).

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

**For, Dhiren Shah & Co.  
Chartered Accountants,  
(Firm Reg.No.114633W)**

**Sd/-  
(Dhiren Shah)  
Partner  
Membership No.035824**

**Place: Ahmedabad.  
Date: 29<sup>th</sup> May, 2018**

## CORPORATE GOVERNANCE REPORT

### 1. Company's philosophy on code of governance

Corporate Governance is about ensuring transparency, disclosure and reporting that conforms fully to the existing laws of the country and to promote ethical conduct of business throughout the organization. At this Company, governance standards are initiated by senior management which percolates down throughout the organization. The philosophy of the Company in relation to corporate governance is to ensure transparency in all its operations, make disclosures and enhance shareholder value without compromising on compliance with the laws and regulations.

Sound corporate governance is critical to enhance and retain trust of the stakeholders. The Board of Directors fully supports corporate governance practices in your Company with appropriate checks and balances at right places and at right intervals. The Company has complied with necessary requirements of SEBI Listing Obligations & Disclosure Requirements, 2015, the disclosure requirements are given below.

### 2. Board of Directors

The Board being representative of shareholders have a fiduciary relationship and a corresponding duty to all its stakeholders to ensure that their rights are protected.

#### a) Composition and Category of the Board:

The Board of Directors of the Company as on 31<sup>st</sup> March, 2018 comprises of THREE directors. There is One Promoter Director, who is Chairman & Managing Director of the Company. The two other Directors include Smt. Reet K Keswani, the Independent Woman Director No Director is related to each other.

#### b) Details of memberships of the Directors in other Boards and in Board Committees as on 31<sup>st</sup> March, 2018 are as under:

None of the Directors is a Director on the Board of more than 10 public limited companies or acts as an Independent Director in more than 7 listed companies. Further, none of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees [as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] across all companies in which he/she is a Director. The necessary disclosures regarding committee positions have been made by the Directors.

The details of composition of the Board as at 31.03.2018, the attendance record of the Directors at the Board Meetings held during the financial year 2017-18 and at the last Annual General Meeting (AGM), as also the number of Directorships held by them in other Companies are given here below:

Name of the Director	Executive / Non-Executive / Independent	No. of Directorships in other Listed Companies	No. of Committees in which Chairman/ Member in other Listed Companies		No. of Board Meetings attended	Whether attended last AGM Yes/No
			Member	Chairman		
Shri Phulchand Agarwal	Chairman & Managing Director	NIL	NIL	NIL	4	Yes
Shri Som Dutt Vyas	Non-Executive Director	NIL	NIL	NIL	4	Yes
Smt. Reet K	Independent Woman	NIL	NIL	NIL	4	Yes

Keswani	Director					
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**c) Number of Board Meetings held and the dates on which held**

The Board met Four times during the year under review on 29<sup>th</sup> May, 2017, 14<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017, and 14<sup>th</sup> February, 2018. The maximum time-gap between any two consecutive meetings did not exceed 120 days.

**d) Attendance of Directors:**

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Name of Director	Meetings		Attended at Last AGM held on
	Held	Attended	29-09-2017
Mr. Phulchand Agarwal	4	4	YES
Mr. Som Dutt Vyas	4	4	YES
Mrs. Reet K Keswani	4	4	YES

**e) Circulation of Information and Board material:**

The information as required under Schedule II – Part A of the LODR 2015 is made available to the Board of Directors for discussion and consideration at Board Meetings. The agenda along with relevant papers for all the Meeting are circulated in advance to facilitate the Board members to take the informed decision. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. However, in case of urgent business need, the Board's approval is taken by circulating the resolution, which is ratified in the next Board Meeting. The Minutes of the proceedings of the Meetings of the Board of Directors are noted, approved and signed by the Chairman in the next Meeting of Board. Comments, if any, received from the Directors are also incorporated in the Minutes, in consultation with the Chairman.

**f) Management Discussion and Analysis Report**

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, detailed review of operations, performance and future outlook of the Company is given hereunder:

**a. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The growth in Real Estate Sector is at a very slow pace than expected few years ago and has slowed down. Risk factors also seem to be emerging. In textile, only Spinning Units have succeeded, Composite Units have failed to improve their performance.

**b. OPPORTUNITIES AND THREATS:**

The Real Estate market has reached to a saturation point. Much will depend on how the Sector reacts to REAL ESTATE REGULATORY Frame work, proposed by the Govt. of India. In textile, the vagaries of monsoon will decide the Cotton prices and ultimately Yarn / Fabric prices and overall market.

c. SEGMENT –WISE OR PRODUCT WISE OR PRODUCT-WISE PERFORMANCE:

In view of no major activity in either of the Sector, during the year under review, there is nothing to report.

d. OUTLOOK:

The Company is contemplating in purchasing a running unit or setting up a textile unit.

e. RISKS AND CONCERNS:

The risks are always attached to a business decision. The Management will have cautious and conservative approach while taking decisions.

f. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate system of internal control considering the restricted activities.

g. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

In view of no major activity, there is nothing to report.

h. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

There is no change number of employees in the employment and therefore nothing is there to report.

**g) Disclosures regarding Directors seeking appointment/re-appointment:**

Name of the Director	MR. SOM DUTT VYAS
Director Identification Number (DIN)	00026670
Date of Birth	18.08.1941
Date of Appointment on Board	16.01.2015
Qualification	A rich experience of more than 40 years in Commodities, Textile Exports and Marketing.
Shareholding in the Company	4910 Equity Shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1. Phulchand Exports Private Limited 2. PHULCHAND EXIM PRIVATE LIMITED

Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Member-Audit Committee, Nomination, Remuneration Committee, and Member Stakeholders Relationship Committee of Advance Lifestyles Limited.
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### 3. Code of Conduct

The Company has laid down a Code of Conduct, for all its Board Members for avoidance of conflicts of interest. The declarations with regard to its compliance have been received for the year 2017-18 from all the Board Members.

There were no material financial and commercial transactions, in which Board Members had personal interest, which could lead to potential conflict of interest with the Company during the year. The Code of Conduct is also available on Company's website viz. [www.advance.net.in](http://www.advance.net.in).

A declaration signed by the Managing Director affirming the compliance with the Code of Conduct by the Board Members of the Company for the financial year ended 31<sup>st</sup> March, 2018, is given below:

#### Declaration

As provided under of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule V(D), it is hereby declared that all the Board Members and Senior Management Personnel of Advance Lifestyles Limited have affirmed the compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2018.

Sd/-

Place: Mumbai  
Date : 29<sup>th</sup> May, 2018.

**Phulchand Agarwal**  
**Managing Director**

### 4. Committees of the Board :

#### A) Audit Committee:

Audit Committee of the Board comprises of three members, out of which Mrs. Reet Keswani (Chairman) is Independent Director and Shri Phulchand Agarwal, and Shri S D Vyas are Non Independent Director.

Terms of reference of Audit Committee as framed by the Board to comply with Regulation 18(3) of LODR, 2015 as under:

#### a) Terms of Reference

The terms of reference of this Committee include matters specified in the Companies Act, 2013, Rules made thereunder, Listing Agreements or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, and those specified by the Board in writing. Besides having access to all required information within the Company, the Committee may investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant expertise, or obtain legal or other professional advice from external sources, whenever required.

The Committee acts as a link amongst the Management, Auditors and the Board of Directors. The Audit Committee acts in accordance with the terms of reference which, inter alia, include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the 'Directors' Responsibility Statement'.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by Management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statement.
  - f) Disclosure of any related party transactions.
  - g) Qualifications/modified opinion(s) in the draft audit report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;



13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is included in the terms of reference of the Audit Committee.

**b) The composition of the Audit Committee and the attendance of the members at the meeting held during the year are as under:**

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Audit Committee Meetings attended</b>
Shri Phulchand Agarwal	Managing Director Member	4
Shri Som Dutt Vyas	Non-Executive Director- Member	4
Smt. Reet K Keswani	Independent Woman Director- Chairman	4

All the members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

All the recommendations made by the Audit Committee were accepted by the Board.

The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings.

The Chairman of the Audit Committee was present at the 28<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017

**c) Number of Audit Committee meetings held and dates on which held:**

During the year under review Audit Committee meetings were held Four times on 29<sup>th</sup> May, 2017, 14<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017, and 14<sup>th</sup> February, 2018.

**B) NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee has been entrusted with the role of formulating criteria for determining the qualifications, positive attributes and independence of the Directors as well as identifying persons who may be appointed at Senior Management levels and also devising a policy on remuneration of Directors, Key Managerial Personnel and other senior employees.

**Composition, Meetings and Attendance of Nomination and Remuneration Committee:**

The composition of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee comprises of 3 members / Directors.

The composition of the Nomination and Remuneration Committee and the attendance of the members at the meeting during the financial year 2017-18 are as under:

Name	No. of meetings during the Financial Year 2017-18	
	Held	Attended
Smt. Reet K Keswani	NIL	NA
Shri Phulchand Agarwal	NIL	NA
Shri Som Dutt Vyas	NIL	NA

Remuneration paid / payable to the Managing Director for the Financial Year 2017-18 is as under:

Name	Salary Rs.	Perquisites Rs.	Contribution to Provident Fund Rs.	Total Rs.
Shri Phulchand Agarwal	NIL	NIL	NIL	NIL

**For Non-executive Directors**

The Independent Director is paid remuneration by way of Sitting Fees.

**Sitting Fees**

The Independent Director is paid sitting fee @ Rs.7,500/- for attending Board Meeting and / or for attending Audit Committee Meeting.

The total amount of sitting fees paid during the year was Rs.60,000/-. The details of sitting fees paid to the Independent Director during the year under report and their shareholding in the Company are as given below:

<b>Name of the Independent Director</b>	<b>Sitting Fees paid during the period from 01.04.2017 to 31.03.2018 (Rs.)</b>	<b>No. of shares held As on 31<sup>st</sup> March, 2018 (Nos.)</b>
Smt. Reet K Keswani	60,000.00	NIL

#### **Nomination and Remuneration Policy:**

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy on remuneration of Directors and Key Managerial Personnel. Brief objectives of the Nomination and Remuneration Policy are as under:-

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel, Senior Management and other employees of the quality required to run the Company successfully.
2. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
3. The remuneration to Whole-time Directors is paid subject to the approval of shareholders and the Central Government, wherever necessary. The remuneration to Key Managerial Personnel (KMP) and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
4. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration.
5. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry.
6. To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
8. To lay down criteria for appointment, removal of Directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance.

The Company has not granted any stock options to any of the Directors during the year.

There were no other pecuniary relationships or transactions of Executive/Non-Executive Directors vis-a-vis the Company.

#### **Details of shares of the Company held by Directors as on 31<sup>st</sup> March, 2018 are as under:**

<b>Name</b>	<b>No. of shares held</b>
Mr. Phulchand Agarwal	12, 07,855
Mr. Som Dutt Vyas	4,910
Mrs. Reet K Keswani	0

The Company does not have any Employees' Stock Option Scheme and there is no separate provision for payment of Severance Fees.

**C) Stakeholders' Relationship Committee :**

The Stakeholders Relationship Committee ensures quick redressal of the complaints of the stakeholders and oversees the process of share transfer. The Committee also monitors redressal of shareholders'/investors' complaints/grievances viz. Non-receipt of annual report, dividend payment, issue of duplicate share certificates, transmission of shares and other related complaints. In addition, the Committee also monitors other issues including status of dematerialisation

The composition of the Stakeholders' Relationship Committee is as under:

<b>Name of the Director</b>	<b>Chairman/Member</b>
Shri Phulchand Agarwal	Managing Director-Chairman
Shri Som Dutt Vyas	Non -Executive Director- Member

The Company holds Committee meetings on a periodical basis, as may be required to approve the transfers/transmissions/issue of duplicate shares, etc.

The Company has appointed M/s Bigshare Services Private Limited to act as Registrar and Share Transfer Agents of the Company. To expedite the process of physical transfer of shares, the Board has delegated the authority to Registrar & Share Transfer Agent for physical transfer of shares. The physical transfers of shares approved are ratified at the subsequent Stakeholders Relationship Committee meeting.

The status of Investors' Complaints as on 31<sup>st</sup> March, 2018, - NIL

All valid share transfers, received during the year ended 31<sup>st</sup> March, 2018, have been acted upon and there were no share transfers pending as on 31<sup>st</sup> March, 2018.

The Committee expresses satisfaction with the Company's performance in dealing with the shareholders' grievances and its share transfer system.

**5. Subsidiary Companies: Monitoring Framework :**

The Company has no subsidiary as at 31<sup>st</sup> March, 2018.

**6. General Body Meetings:**

**a) The last three Annual General Meetings were held as under:**

<b>Financial Year</b>	<b>Date</b>	<b>Location of Meeting</b>	<b>Time</b>	<b>No. of special Resolutions passed</b>
2016-17	29.09.2017	254B Nirlon House, Dr Annie Besant Road, Worli, Mumbai 400 030	11.00 am	-
2015-16	30.09.2016	254B Nirlon House, Dr Annie Besant Road, Worli, Mumbai 400 030	11.00 am	1
2014-15	30.09.2015	254B Nirlon House, Dr Annie Besant Road, Worli, Mumbai 400 030	11.00 am	-

## 7. DISCLOSURES:

### **Related Party Transactions**

During the year under review there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

The Company has formulated the Policy on dealing with related party transactions and the same is available on the website of the Company viz. [www.advance.net.in](http://www.advance.net.in)

### **Accounting Treatment**

The Company has followed all relevant Accounting Standards while preparing Financial Statements and no treatment different from that prescribed in an Accounting Standard has been followed.

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

### **Disclosures**

No penalties or strictures have been 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.

### **Prevention of Insider Trading:**

The Company's Code of Internal Procedures and Conduct for dealing in securities aims at preserving and preventing misuse of unpublished price sensitive information. All the Directors and designated employees have been covered under the Code and provides for periodical disclosures.

### **Vigil Mechanism/Whistle Blower Policy:**

The Company has established a Vigil Mechanism/Whistle Blower Policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases.

The Company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

### **Policy on determining Material Subsidiaries:**

As the Company doesn't have any subsidiaries under the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement of adopting the policy for determining 'material' subsidiaries is not applicable in the case of the Company.

### **Disclosure Of Accounting Treatment:**

The Company has followed the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable, in the preparation of financial statements.

### **Code of Conduct for prohibition of Insider Trading:**

Your company had adopted a Code of conduct as per SEBI Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Code. During the year under review, the Company had made due compliance with SEBI (Prohibition of Insider trade) Regulations, 2015.

### **Observance of the Secretarial Standards issued by the Institute of Company Secretaries of India.**

The Institute of Company Secretaries of India (ICSI), one of the India's premier professional bodies has issued Secretarial Standards on important aspects like Board Meetings, and General Meetings under series SS-1 and SS-2 upon endorsement of the same by Ministry of Corporate Affairs by notification and your company adheres to these standards where ever applicable. The other standards like Payment of Dividend, Maintenance of Registers and Records, Transmission of Shares, Passing of resolutions by Circulation, Affixing of Common Seal and Board's report which are as on date of report Recommendatory in nature are also adhered to voluntarily.

#### **8. Means Of Communication:**

The Company after approval by its Board of Directors and after submission of the same to Stock Exchange, publishes its Quarterly and Annual Results generally in Mumbai Lakshadeep/ Navshakti. and Active Times/Free Press Journal The said results are also available on the website of the Company at [www.advance.net.in](http://www.advance.net.in).

As the Company publishes the audited annual results within the stipulated period of 60 days, as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the unaudited results for the last quarter of the financial year are not published.

Shareholding Pattern, Corporate Governance Report, Intimation of Board Meetings and other quarterly, half yearly and yearly compliances are posted through the portal <http://listing.bseindia.com>.

Management Discussion and Analysis Report forms part of this Annual Report.

#### **9. GENERAL SHAREHOLDER INFORMATION:**

##### **a) Annual General Meeting**

Date	:	29 <sup>th</sup> September, 2018.
Time	:	11.00 a.m.
Venue	:	At the Regd. Office, i.e. 2 <sup>nd</sup> Floor, West Wing Electric Mansion Appasaheb Marathe Marg, Worli, Mumbai 400 025

##### **b) Company Registration Details**

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is **L45309MH1988PLC268437**

##### **c) Registered Office:**

2<sup>nd</sup> Floor, West Wing Electric Mansion Appasaheb Marathe Marg, Worli, Mumbai 400 025

##### **d) Financial Year**

The Company follows April-March as its financial year. The results for every quarter are declared in the month following the quarter except for the quarter January-March, for which the audited results are declared in April/May as permitted under the LODR Regulations 2015.

##### **e) Date of Book Closure**

Friday, the 22<sup>nd</sup> September, 2018 to Friday, the 29<sup>th</sup> September, 2018 (both days inclusive)

##### **f) Listing on Stock Exchanges**

The Company's shares are listed on BSE Limited, Mumbai.

##### **g) Stock Code**

BSE Limited, Mumbai (BSE)	- 521048
Demat International Security Identification Number (ISIN) in NSDL & CDSL for Equity Shares	- INE 900E01015

##### **h) Stock Price Data**

## Prices at BSE Limited, Mumbai (BSE)

Month	High (Rs.)	Low (Rs.)
April, 2017	19.25	16.80
May, 2017	19.00	18.05
June, 2017	19.00	19.00
July, 2017	21.05	19.45
August, 2017	28.05	20.40
September, 2017	29.70	28.30
October, 2017	28.50	26.00
November, 2017	27.00	27.00
December, 2017	27.00	26.00
January, 2018	27.00	27.00
February, 2018	25.00	24.70
March, 2018	27.70	24.70

## i) Registrars and Transfer Agents

BIGSHARE SERVICES PRIVATE LIMITED  
A-802 SAMNUDRA COMPLEX,  
NR CLASSIC GOLD HOTEL, OFF. C G ROAD, NAVARANGPURA,  
AHMEDABAD – 380009  
Phone: 079-40024135 E-mail: bssahd@bigshareonline.com

## j) Share Transfer System

Presently, the share transfers received in physical form are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. As required under the listing agreement a certificate on half yearly basis and quarterly report on Reconciliation of Share Capital from a practicing Company Secretary has been submitted to Stock Exchanges.

## k) Shareholding (as on 31st March, 2018):

i. Distribution of Shareholding as on 31<sup>st</sup> March, 2018:

Category (Shares)	As on 31-03-2018			As on 31-03-2017		
	Holder	Shares	% to total shares	Holder	Shares	% to total shares
1-5000	6,620	40,97,430	13.16 %	6,609	40,93,530	13.15 %
5001-10000	123	8,84,200	2.84 %	124	8,88,260	2.86 %
10,001 & above	66	2,61,47,120	84.00 %	67	2,61,46,960	83.99 %
<b>TOTAL</b>	<b>6,809</b>	<b>3,11,28,750</b>	<b>100.00</b>	<b>6,800</b>	<b>3,11,28,750</b>	<b>100.00</b>

## ii. Shareholding Pattern as on 31st March, 2018:

Category	No Of Shares	% Holding
<b>A. Promoter Shareholding</b>		
Individuals	17,15,052	55.10
Bodies Corporate	6,19,604	19.90

Foreign	NIL	NIL
<b>Total Promoter Holding (A)</b>	<b>23,34,656</b>	<b>75.00</b>
<b>B. Public Shareholding</b>		
Financial Inst. / Banks	265	
Insurance Companies	238	
Bodies Corporate	40,126	
Individuals:(Including Nri,etc)	7,37,590	
<b>Total Public (B)</b>	<b>7,78,219</b>	<b>25.00</b>
<b>GRAND TOTAL</b>	<b>31,12,875</b>	<b>100.00</b>

**l) Dematerialization of Shares and Liquidity:**

The Company's shares are compulsorily traded in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 82 % of the share capital are dematerialized as on 31<sup>st</sup> March, 2018.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE900E01015**.

**m) Outstanding GDRs / ADRs / Warrants or any convertible instrument, conversion and likely impact on equity: Nil**

**n) Site location/ Admn./Corporate Office:**

Advance Lifestyles Limited  
F F 21-22, Advancde Plaza,  
Outside Delhi Gate,  
Ahmedabad 380 004

**o) Address of Correspondence:**

The Compliance Officer  
F F 21-22, Advancde Plaza,  
Outside Delhi Gate,  
Ahmedabad 380 004

\*\*\*



## Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON **31.03.2018**  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	L45309MH1988PLC268437
ii.	Registration Date	18/08/1988
iii.	Name of the Company	ADVANCE LIFESTYLES LIMITED
iv.	Category / Sub-Category of the Company	PUBLIC LIMITED
v.	Address of the Registered office and contact details	2 <sup>nd</sup> Floor, West Wing, Electric Mansion, Appasaheb Marathe Marg, Worli, MUMBAI 400030
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PRIVATE LIMITED A-802 SAMNUDRA COMPLEX, NR CLASSIC GOLD HOTEL, OFF. C G ROAD, NAVARANGPURA, AHMEDABAD – 380009

**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	NOT APPLICABLE		

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
NIL					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year																																							
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares																																								
<b>A. Promoter</b>	<table border="1"> <thead> <tr> <th>Category</th> <th>No Of Shares</th> <th>% Holding</th> </tr> </thead> <tbody> <tr> <td><b>A. Promoter Shareholding</b></td> <td></td> <td></td> </tr> <tr> <td>Individuals</td> <td>17,15,052</td> <td>55.10</td> </tr> <tr> <td>Bodies Corporate</td> <td>6,19,604</td> <td>19.90</td> </tr> <tr> <td>Foreign</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td><b>Total Promoter Holding (A)</b></td> <td><b>23,34,656</b></td> <td><b>75.00</b></td> </tr> <tr> <td><b>B. Public Shareholding</b></td> <td></td> <td></td> </tr> <tr> <td>Financial Inst. / Banks</td> <td>265</td> <td></td> </tr> <tr> <td>Insurance Companies</td> <td>238</td> <td></td> </tr> <tr> <td>Bodies Corporate</td> <td>40,126</td> <td></td> </tr> <tr> <td>Individuals:(Including Nri,etc)</td> <td>7,37,590</td> <td></td> </tr> <tr> <td><b>Total Public (B)</b></td> <td><b>7,78,219</b></td> <td><b>25.00</b></td> </tr> <tr> <td><b>GRAND TOTAL</b></td> <td><b>31,12,875</b></td> <td><b>100.00</b></td> </tr> </tbody> </table>									Category	No Of Shares	% Holding	<b>A. Promoter Shareholding</b>			Individuals	17,15,052	55.10	Bodies Corporate	6,19,604	19.90	Foreign	NIL	NIL	<b>Total Promoter Holding (A)</b>	<b>23,34,656</b>	<b>75.00</b>	<b>B. Public Shareholding</b>			Financial Inst. / Banks	265		Insurance Companies	238		Bodies Corporate	40,126		Individuals:(Including Nri,etc)	7,37,590		<b>Total Public (B)</b>	<b>7,78,219</b>	<b>25.00</b>	<b>GRAND TOTAL</b>	<b>31,12,875</b>	<b>100.00</b>
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a) Individual/ HUF																																																
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<b>2) Foreign</b>																																																
g) NRIs-Individuals																																																
h) Other-Individuals																																																
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k) Any Other....																																																
Sub-total (A)(2):-																																																
<b>B. Public Shareholding</b>																																																
<b>1. Institutions</b>																																																
a) Mutual Funds																																																
b) Banks / FI																																																
c) Central Govt																																																
d) State Govt(s)																																																
e) Venture Capital Funds																																																
f) Insurance Companies																																																
g) FII's																																																
h) Foreign Venture Capital Funds																																																
i) Others (specify)																																																
Sub-total (B)(1)																																																
<b>2. Non Institutions</b>																																																
a) Bodies Corp.																																																
(i) Indian																																																
(ii) Overseas																																																
b) Individuals																																																
(i) Individual shareholders holding																																																

nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	
<b>c) Others(Specify)</b>	
Sub-total (B)(2)	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	
C. Shares held by Custodian for GDRs & ADRs	
Grand Total (A+B+C)	

**ii. Shareholding of Promoters**

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 company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Promoter Group	23,34,646	75%	-	23,34,646	75%	-	NIL
2.								
3.								
	<b>Total</b>	23,34,646	75%	-	23,34,646	75%	-	NIL

**iii. Change in Promoters' Shareholding ( please specify, if there is no change)**

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No Change			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

**I INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment  
(Rs.in Laks)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
<b>i) Principal Amount</b>		5801.10		5801.10
<b>ii) Interest due but not paid</b>				
<b>iii) Interest accrued but not due</b>				
<b>Total(i+ii+iii)</b>		<b>5801.10</b>		<b>5801.10</b>
Change in Indebtedness during the financial year				
- Addition		-		-
- Reduction		1737.33		1737.33
<b>Net Change</b>		<b>-1737.33</b>		<b>-1737.33</b>
Indebtedness at the end of the financial year				
<b>i) Principal Amount</b>		4063.77		4063.77
<b>ii) Interest due but not paid iii) Interest accrued but not due</b>				
<b>Total (i+ii+iii)</b>		<b>4063.77</b>		<b>4063.77</b>

**I. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. 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	NIL	

	(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	NIL
2.	Stock Option	
3.	Sweat Equity	
4.	Commission - as % of profit - others, specify...	
5.	Others, please specify	
6.	Total (A)	
	Ceiling as per the Act	

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name :1. Smt. Reet Keswani				Total Amount
	<u>Independent Directors</u> - Fee for attending board committee meetings - Commission - Others, please specify	0.15	0.15	0.15	0.15	0.60 LAKH
	Total (1)	0.15	0.15	0.15	0.15	0.60 LAKH
	<u>Other Non-Executive Directors</u> - Fee for attending board committee meetings - Commission - Others, please specify	NIL				
	Total (2)					
	Total (B)=(1+2)	0.15	0.15	0.15	0.15	0.60 LAKH
	Total Managerial Remuneration	0.15	0.15	0.15	0.15	0.60 LAKH
	Overall Ceiling as per the Act	10.00	10.00	10.00	10.00	40.00 lakhs

**C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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	NIL			

	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	

## II. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
<b>A. Company</b>					
Penalty			NIL/ NOT APPLICABLE		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			NIL/ NOT APPLICABLE		
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty			NIL/ NOT APPLICABLE		
Punishment					
Compounding					

Sd/-

Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

( PHULCHAND AGARWAL)  
CHAIRMAN & MANAGING DIRECTOR

**CEO CERTIFICATION**

The Board of Directors  
Advance Lifestyles Limited  
MUMBAI

**Certification of Financial Statements for the year 2017-2018**

I, Phulchand Agarwal, Chairman & Managing Director of the company on the basis of the review of Financial Statements and Cash Flow Statements for the financial year ending 31.03.2018 and to the best of my knowledge and belief, hereby certify that:

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are to the best of my knowledge and belief, no transactions entered into by the company during the year ended 31.03.2018 which are fraudulent, illegal or in violation of the Company's code of conduct.
4. I accept responsibility for establishing and maintaining internal controls for financial reporting, I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee those deficiencies, of which I am aware, in the design or operation of the internal control systems and that I have taken the required steps to rectify these deficiencies.
5. I further certify that:
  - (a) There have been no significant changes in the internal control over financial reporting during this year.
  - (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the notes to the financial statements.
  - (c) There have been no instances of significant fraud of which I have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Sd/-

Place: Mumbai  
Date : 29<sup>th</sup> May, 2018

Phulchand Agarwal  
Chairman and Managing Director

## Independent Auditor's Report

To

The Members of Advance Lifestyles Limited.

### **Report on the Ind Accounting Standards ("Ind AS") Financial Statements:**

We have audited the accompanying Ind AS Financial Statements of **Advance Lifestyles Limited (Formerly Known as The Ahmedabad Advance Mills Limited)** ("the Company"), which comprise the Balance Sheet as at March 31, 2018 the Statement of Profit and Loss including other Comprehensive Income, Cash Flow Statement and the statement of Changes in equity for the year ended March 31, 2018, and a summary of significant accounting policies and other explanatory information for the year ended as on 31<sup>st</sup> March, 2018. (Hereinafter referred to as "Ind AS financial Statements").

### **Management's Responsibility for the Ind AS Financial Statements:**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (" the Act" ) with respect to the preparation and presentation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other Comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder. 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 responsible 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility:**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the



circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by company's Directors as well as evaluating the overall presentation of the Ind AS financial statements.

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 financial statements.

**Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India; of the state of affairs of the company as at 31<sup>st</sup> March 2018 and its Profit including comprehensive income, its cash flows and changes in equity for the year ended on that date.

**Other matter**

The comparative financial information of the Company for the year ended 31 March 2017 in these standalone Ind AS financial Statements, are based on the previously issued statutory financial statements prepared in accordance with the accounting principles generally accepted in India, including the accounting statements specified under Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("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" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as 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 statement of changes in equity dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended;
  - e) on the basis of written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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” and
- g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its Ind AS Financial Statement.
  - ii. The Company did not have any long-term contract including derivative contracts for which there were any material foreseeable losses; hence the company need not make any provision.
  - iii. There were no amounts which were required to be transferred to the investor education and protection fund by the Company.

For, Dhiren Shah &Co.  
Chartered Accountants  
FRN: 114633W

Place: Ahmedabad

Date: 29-05-2018

Sd/-  
Dhiren Shah  
(Partner)  
Membership No. : 035824

**Annexure-A to the Auditor's Report**

The Annexure referred to in Independent Auditors' Report to the members of the company on the Ind AS financial statements for the year ended 31<sup>st</sup> March, 2018, we report that:

- i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
  
(b) The company has a regular programme of physical verification of its fixed assets by which fixed assets of the Company have been physically verified by the Management and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.  
  
(c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the Company.
- ii) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and no material discrepancies were noted in the same.
- iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Thus, paragraph 3(iii) of the order is not applicable to the company.
- iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185, but has not complied with section 186 of the Companies Act, 2013 with respect to the loans and investments made.
- v) The Company has not accepted any deposits from the public.
- vi) The Central Government has not specified the maintenance of cost records under section 148(1) of the Act for any of the products rendered by the Company.
- vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales-tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material dues were in arrears as at 31<sup>st</sup> March, 2018 for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, there are no dues of Income tax, sales-tax, duty of excise, duty of customs, service tax and value added tax which have not been disputed with the appropriate on account of any dispute.

- viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- x) According to the information and explanation given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- xi) The Company is not paying managerial remuneration to any of the Directors. Hence, this clause is not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanation given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable.
- xvi) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. The company has not obtained the registration till the date of signing the audit report. The company is being advised to obtain the registration under Section 45-IA of the Reserve Bank of India Act, 1934.

For, Dhiren Shah & Co.  
Chartered Accountants  
FRN: 114633W

Sd/-  
Dhiren Shah  
(Partner)  
Membership No. : 035824

Place: Ahmedabad  
Date: 29-05-2018

## **Annexure B to the independent Auditor's Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of **Advance Lifestyles Limited (Formerly Known as The Ahmedabad Advance Mills Limited)** ("the Company") as of March 31, 2018 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

### **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 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, issued by ICAI 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, both applicable to an audit of 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 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.

### **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 authorisations 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.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, 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.

Place: Ahmedabad  
Date: 29-05-2018

For, Dhiren Shah & Co.  
Chartered Accountants  
FRN: 114633W

Sd/-  
Dhiren Shah  
(Partner)  
Membership No. : 035824

<b>Balance Sheet as at 31st March 2018</b>				
	<b>Particulars</b>	<b>Note No.</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
<b>I. ASSETS</b>				
<b>1 Non Current Assets</b>				
	(a) Property Plant & Equipment	1	3,72,817	4,19,211
	(b) Capital Work in Progress		-	-
	(c) Investment Property		-	-
	(d) Other Intangible Assets		-	-
	(e) Intangible assets under development		-	-
	(f) Biological Assets other than bearer plants		-	-
	(g) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables		-	-
	(iii) Loans	2	66,31,51,919	68,51,66,661
	(iv) Others		-	-
	(j) Other non-current assets		-	-
<b>2 Current Assets</b>				
	(a) Inventories	3	14,24,943	14,24,943
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables	4	6,00,00,000	6,50,00,000
	(iii) Cash and cash equivalents	5	15,804	17,36,38,293
	(iv) Bank balances other than (iii) above	5	2,89,468	3,19,646
	(v) Loans	6	3,51,02,826	3,31,32,710
	(vi) Others		-	-
	(c) Deferred Tax Assets (Net)		-	-
	(d) Other current assets	7	14,13,15,070	-
<b>TOTAL ASSETS</b>			<b>90,16,72,847</b>	<b>95,91,01,463</b>
<b>II EQUITY &amp; LIABILITIES</b>				
<b>1 Equity</b>				
	(a) Equity Share capital	8	3,11,28,750	3,11,28,750
	(b) Other Equity	9	35,72,84,471	27,32,25,536
<b>Liabilities</b>				
<b>2 Non Current Liabilities</b>				
	(a) Financial Liabilities			
	(i) Borrowings	10	40,63,77,073	58,01,10,143
	(ii) Trade payables		-	-
	(iii) Other financial liabilities (other than those specified in (b) below, to be specified)		-	-
	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)		2,881	7,944
	(d) Other non-current liabilities	11	1,18,489	1,18,489
<b>3 Current Liabilities</b>				
	(a) Financial Liabilities			
	(i) Borrowings		-	-
	(ii) Trade payables	12	2,67,42,800	4,42,42,800
	(iii) Other financial liabilities (other than those specified in (c) below, to be specified)		-	-
	(b) Other current liabilities	13	63,58,183	12,03,613
	(c) Provisions	14	2,69,60,200	2,74,64,188
	(d) Current Tax Liabilities (Net)		4,67,00,000	16,00,000
<b>TOTAL EQUITY &amp; LIABILITIES</b>			<b>90,16,72,847</b>	<b>95,91,01,463</b>
<b>Significant Accounting Policies</b>		20		
<b>For, Dhiren Shah &amp; Co.</b>		<b>For and on behalf of the Board of Directors</b>		
<b>Chartered Accountants</b>				
<b>(Firm Reg. No. 114633W)</b>				
<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>		
<b>Dhiren Shah</b>	<b>Phulchand Agarwal</b>	<b>S D Vyas</b>		
<b>Partner</b>	<b>Managing Director</b>	<b>Director</b>		
<b>Memb.No. 035824</b>	<b>DIN : 00026741</b>	<b>DIN : 00026670</b>		
<b>Place : Ahmedabad</b>	<b>Place : Mumbai</b>			
<b>Date : 29.05.2018</b>	<b>Date : 29.05.2018</b>			

**Standalone Statement of Profit and Loss for the year ended 31.03.2018**

Particulars		Note No.	For the year ended	For the year ended
			31 March, 2018	31 March, 2017
			(Rs.)	(Rs.)
<b>I</b>	<b>CONTINUING OPERATIONS</b>			
	Revenue from operations		-	-
	Other income	15	13,24,60,850	85,62,701
	<b>Total revenue (1+2+3)</b>		<b>13,24,60,850</b>	<b>85,62,701</b>
<b>II</b>	<b>Expenses</b>			
	(a) Cost of materials consumed		-	-
	(b) Purchases of stock-in-trade			
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	16	-	-
	(d) Employee benefits expense	17	11,91,302	11,46,116
	(e) Finance costs	18	522	16,70,479
	(f) Depreciation and amortisation expense	1	46,394	51,109
	(g) Other expenses	19	11,16,447	13,28,821
	<b>Total expenses</b>		<b>23,54,665</b>	<b>41,96,525</b>
<b>III</b>	<b>Profit / (Loss) before exceptional items and tax (I-II)</b>		<b>13,01,06,185</b>	<b>43,66,176</b>
<b>IV</b>	Exceptional items		-	-
<b>V</b>	<b>Profit / (Loss) before tax (III - IV)</b>		<b>13,01,06,185</b>	<b>43,66,176</b>
<b>VI</b>	<b>Tax expense:</b>			
	(a) Current tax expense for current year		4,67,00,000	16,00,000
	(b) Short/(Excess) Provision of Income Tax written off		-6,47,687	-77,711
	(c) Deferred tax Liability / (Assets)		-5,063	7,944
			<b>4,60,47,250</b>	<b>15,30,233</b>
<b>VII</b>	<b>Profit / (Loss) from continuing operations (8+9)</b>		<b>8,40,58,935</b>	<b>28,35,944</b>
<b>VIII</b>	<b>Other Comprehensive Income</b>			
	A (i) Items that will not be reclassified to Profit or Loss		-	-
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		-	-
	B (i) Items that will be reclassified to Profit or Loss		-	-
	(ii) Income tax relating to items that will be reclassified to Profit or Loss		-	-
<b>IX</b>	<b>Total Comprehensive Income (14+15)</b>		<b>8,40,58,935</b>	<b>28,35,944</b>
<b>X</b>	<b>Earnings per share (of Rs.10/- each) (Continuing operations)</b>			
	Basic		27.00	0.91
	Diluted		27.00	0.91
	<b>Significant Accounting Policies</b>	20		
In terms of our report attached.				
<b>For, Dhiren Shah &amp; Co.,</b>		<b>For and on behalf of the Board of</b>		
<b>Chartered Accountants</b>		<b>Directors</b>		
<b>(Firm Reg. No. 114633W)</b>				
Sd/-		Sd/-		Sd/-
<b>Dhiren Shah</b>		<b>Phulchand Agarwal</b>		<b>S D Vyas</b>
<b>Partner</b>		<b>Managing Director</b>		<b>Director</b>
<b>Memb.No. 035824</b>		<b>DIN : 00026741</b>		<b>DIN : 00026670</b>
<b>Place : Ahmedabad</b>		<b>Place : Mumbai</b>		
<b>Date : 29.05.2018</b>		<b>Date : 29.05.2018</b>		



## Cash Flow Statement for the year ended 31 March, 2018

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before exceptional items and Tax	13,01,06,185	43,66,176
<u>Adjustments for:</u>		
Depreciation and amortisation	46,394	51,109
Finance costs	522	16,70,479
Interest income	-97,74,253	-85,62,101
Profit on sale of Asset	-12,26,86,597	-
Profit on sale of investment	-	-
Miscellaneous Income	-	-
Liabilities / provisions no longer required written back	-	-
	<b>-13,24,13,934</b>	<b>-68,40,513</b>
Operating profit / (loss) before working capital changes	-23,07,749	-24,74,337
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	-	-
Trade receivables	50,00,000	6,00,00,000
Long-term loans and advances	2,20,14,742	-3,97,66,697
Short-term loans and advances	-19,70,116	-79,02,005
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	-1,75,00,000	-
Other current liabilities	51,54,570	-43,25,705
Long Term Provisions	-	-
Other long-term liabilities	-	-
Short-term provisions	-5,03,988	-4,88,443
	<b>1,21,95,207</b>	<b>75,17,150</b>
<b>Cash flow from / (used in) operating activities</b>	<b>98,87,458</b>	<b>50,42,813</b>
Cash flow from extraordinary items	-	-
Cash generated from operations	98,87,458	50,42,813
Net income tax (paid) / refunds	-10,54,882	-15,30,233
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>88,32,576</b>	<b>35,12,580</b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	0	-3,200
Sale of fixed Assets	-	-
Proceeds on sale of Investments	15,08,73,300	-
Capitalization Granted by Hon'ble Settlement Commission vide order dt. 27-02-2014 pursuant to Additional income offered (Net off tax paid).	-	-
<u>Purchase of long-term investments</u>		
- Subsidiaries	-	-
Sale of Long-term investments	-	-
- Subsidiaries	-	-
- Others	-	-
<u>Interest received</u>		
- Subsidiaries	-	-
- Others	97,74,253	85,62,101
<u>Miscellaneous Income</u>		
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>16,06,47,553</b>	<b>85,58,901</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from long-term borrowings (Net)	-	-1,10,41,747
Proceeds from Short-term borrowings (Net)	-	-
Proceeds from the Share warrants	-	-
Net increase / (decrease) in working capital borrowings	-	-
Finance cost	-522	-16,70,479
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>-522</b>	<b>-1,27,12,226</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>16,94,79,607</b>	<b>-6,40,745</b>
Cash and cash equivalents at the beginning of the year	17,39,57,939	17,45,90,739
<b>Cash and cash equivalents at the end of the year</b>	<b>34,34,37,547</b>	<b>17,39,49,994</b>
<b>Reconciliation of Cash and cash equivalents with the Balance</b>		
Cash and cash equivalents as per Balance Sheet	3,05,272	17,39,57,939
<b>Cash and cash equivalents at the end of the year *</b>		
<b>* Comprises:</b>		
(a) Cash on hand	15,804	17,36,38,293
(b) Balances with banks		
(i) In current accounts	2,62,160	2,94,540
(ii) In deposit accounts	27,308	25,106
(c) Cheques on Hand	-	-
	<b>3,05,272</b>	<b>17,39,57,939</b>

## Notes:

(i) The Cash flow statement has been prepared by Indirect Method as prescribed in AS-3 "Cashflow Statement"  
(ii) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.

In terms of our report attached.

**For, Dhiren Shah & Co.**  
Chartered Accountants  
Firm Reg. No. 114633W

**For and on behalf of the Board of Directors**

Sd/-  
(Dhiren Shah)  
Partner  
(Mem. No. 035824)

Sd/-  
Phulchand Agarwal  
Managing Director  
DIN : 00026741

Sd/-  
S D Vyas  
Director  
DIN : 00026670

Place : Ahmedabad  
Date : 29.05.2018

Place : Mumbai  
Date : 29.05.2018

STATEMENT OF CHANGES IN EQUITY		As at 31st March, 2018		As at 31st March, 2017		Reserves & Surplus							Items of Other Comprehensive Income					Total
Statement of Changes in Equity for the period ended 31.03.2018		Number of shares	(Rs.)	Number of shares	(Rs.)	Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings	Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Comprehensive Income (specify nature)	Money received against share warrants	(Amount in Rs.)	
Particulars																		
Balance at the beginning of the period		31,12,875	3,11,28,750	31,12,875	3,11,28,750													
Changes in equity share capital during the year		-	-	-	-													
Balance at the end of the period		31,12,875	3,11,28,750	31,12,875	3,11,28,750													
Particulars																		
Balance at the beginning of the reporting period		-	-	2,89,62,983	-				24,42,62,554								27,32,25,536	
Changes in accounting policy/prior period errors																		
Restated balance at the beginning of the reporting period																		
Total Comprehensive Income for the year									13,07,53,846								13,07,53,846	
Dividends																		
Transfer to retained earnings																		
Any other change (to be specified)																		
Balance at the end of the reporting period				2,89,62,983					37,50,16,400								40,39,79,383	
For, Dhiren Shah & Co., Chartered Accountants (Firm Reg. No. 114633W)		Sd/- Dhiren Shah Partner Memb.No. 035824		Sd/- Phulchand Agarwal Managing Director DIN : 00026741		For and on behalf of the Board of Directors							Sd/- S D Vyas Director DIN : 00026670					
		Place : Ahmedabad Date : 29.05.2018		Place : Mumbai Date : 29.05.2018														

Note 1 : Property Plant & Equipment											
NAME OF ASSET	GROSS BLOCK				ACCUMULATED DEPRECIATION & IMPAIRMENT				NET BLOCK		
	AS ON 01/04/2017	ADDITION DURING THE YEAR	AS ON 31/03/2018	AS ON 01/04/2017	DEPRECIATION FOR THE YEAR	SALES/RETIREMENT ADJUSTMENT	AS ON 31/03/2018	AS ON 31/03/2018	AS ON 31/03/2018	AS ON 31/03/2018	AS ON 31/03/2017
<b>TANGIBLE ASSETS</b>											
Land	1,81,489	-	1,81,489	-	-	-	-	-	-	1,81,489	1,81,489
Plant & Machinery	4,02,834	-	4,02,834	2,85,547	15,586	-	3,01,134	3,01,134	1,01,700	1,01,700	1,17,288
Furniture & Fixtures	6,19,499	-	6,19,499	5,01,395	29,744	-	5,31,139	5,31,139	88,360	88,360	1,18,102
Motor Car & Motor Cycle	7,54,268	-	7,54,268	7,54,268	-	-	7,54,268	7,54,268	-	-	-
Computer	6,400	-	6,400	4,068	1,064	-	5,132	5,132	1,268	1,268	2,332
<b>TOTAL</b>	<b>19,64,490</b>	<b>-</b>	<b>19,64,490</b>	<b>15,45,278</b>	<b>46,394</b>	<b>-</b>	<b>15,91,673</b>	<b>15,91,673</b>	<b>3,72,817</b>	<b>3,72,817</b>	<b>4,19,211</b>
<b>PREVIOUS YEAR</b>	<b>19,64,490</b>	<b>3,200</b>	<b>19,67,690</b>	<b>15,42,080</b>	<b>51,109</b>	<b>-</b>	<b>15,93,189</b>	<b>15,93,189</b>	<b>4,19,211</b>	<b>4,19,211</b>	<b>3,74,501</b>
<b>NOTE:</b>											
DEPRECIATION ON THE ASSETS HAS BEEN PROVIDED AS PER THE STRAIGHT LINE METHOD IN ACCORDANCE WITH THE RATES SPECIFIED IN THE SCHEDULE II TO THE COMPANIE											
2013 AND ROUNDED OFF TO THE NEAREST RUPEE. DEPRECIATION ON ADDITION HAS BEEN PROVIDED ON PRO RATA BASIS.											

**Note 2 : Loans (Non Current Assets)**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	(Rs.)	(Rs.)
<u>Loans and advances to related parties</u>		
Unsecured, considered good		
To Subsidiary Companies		
To Inter corporate	56,46,62,260	57,21,01,740
<u>Advance Income Tax</u>		
Advance Tax Paid	13,96,269	13,96,269
Tax Deducted at Sources Receivable	9,74,340	8,52,244
Balances with government authorities	-	1,45,999
<u>Other loans and advances</u>		
<u>Unsecured, considered good</u>		
(Advance recoverable in cash or in kind or for vale to be received)	9,60,78,790	8,96,29,095
Advances for Property Purchase	-	2,10,00,000
Deposits	40,260	41,314
<b>Total</b>	<b>66,31,51,919</b>	<b>68,51,66,661</b>

**Note 3 : Inventories**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	(Rs.)	(Rs.)
Stock-in-trade (acquired for trading) Shops	14,24,943	14,24,943
<b>Total</b>	<b>14,24,943</b>	<b>14,24,943</b>

**Note 4 : Trade Receivables**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	(Rs.)	(Rs.)
a) Outstanding for more than 6 months	6,00,00,000	-
b) Outstanding for less than 6 months	-	6,50,00,000
<b>Total</b>	<b>6,00,00,000</b>	<b>6,50,00,000</b>

**Note 5 : Cash and Bank Balance**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	(Rs.)	(Rs.)
<b>(a) Cash and cash equivalent</b>		
-Cash on Hand (Ahmedabad)	15,804	7,793
-Cash Deposit Against Cheques	-	17,36,30,500
<b>Total (a)</b>	<b>15,804</b>	<b>17,36,38,293</b>
<b>(b) Balances with banks</b>		
<u>(i) In current accounts</u>		
- Corporation Bank (CBCA01000412)	32,005	32,005
- Corporation Bank (CA0125110)	39,263	9,435
- Kotak Mahindra Bank (CA 6111234426)	22,661	84,869
- ING Vysya Bank (524011006273-Ahmedabad)	60,212	60,212
-Vysya Bank (5690- Mumbai)	1,08,019	1,08,019
<u>(ii) In deposit accounts</u>		
-Vysya Bank (Maharashtra VAT)	27,308	25,106
<b>Total (b)</b>	<b>2,89,468</b>	<b>3,19,646</b>
<b>Total (a+b)</b>	<b>3,05,272</b>	<b>17,39,57,939</b>

**Note 6 : Loans (Current Assets)**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	(Rs.)	(Rs.)
<b>Loans and Advances</b>		
Unsecured, considered good		
Balances with government authorities	5,236	3,15,215
Vat receivable	-	3,285
IT Refund Receivable	5,60,953	5,60,953
Other Advances	3,45,36,637	3,22,53,257
<b>Total</b>	<b>3,51,02,826</b>	<b>3,31,32,710</b>

**Note 7 : Other Current Assets**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	(Rs.)	(Rs.)
Vetrivel Consultancy Private Limited (Sale of Investment)	14,13,15,070	-
<b>Total</b>	<b>14,13,15,070</b>	<b>-</b>

**Note 8 : Share Capital**

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares	(Rs.)	Number of shares	(Rs.)
<b>(a) Authorised</b>				
Equity shares of Rs. 10/- each with voting rights	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
<b>(b) Issued</b>				
Equity shares of Rs.10/- each with voting rights	31,12,875	3,11,28,750	31,12,875	3,11,28,750
<b>Total</b>	<b>31,12,875</b>	<b>3,11,28,750</b>	<b>31,12,875</b>	<b>3,11,28,750</b>
<b>(c) Subscribed and fully paid up</b>				
Equity shares of Rs.10 each with voting rights	31,12,875	3,11,28,750	31,12,875	3,11,28,750
	31,12,875	3,11,28,750	31,12,875	3,11,28,750
<b>Total</b>	<b>31,12,875</b>	<b>3,11,28,750</b>	<b>31,12,875</b>	<b>3,11,28,750</b>

**(A) Reconciliation Of No Of Shares Out Standing At The Beginning Of The Year And At Closing Of The Year**

Particulars	As at 31st March, 2018		31/03/2017	
	No. of Share	Amounts(Rs.)	No. of Share	Amounts(Rs.)
At The Beginning Of The Year	31,12,875	3,11,28,750	31,12,875	3,11,28,750
<b>ADD:</b>				
Issue During the Year			-	-
<b>Outstanding At The End Of The Year</b>	<b>31,12,875</b>	<b>3,11,28,750</b>	<b>31,12,875</b>	<b>3,11,28,750</b>

**(b) Rights, preferences and restrictions attached to shares**

Equity Shares: The Company has one class of equity shares and rank at pari pasu.

**(c) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31st March, 2018		As at 31 March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<u>Equity shares with voting rights</u>				
Mr. Phulchand Agarwal	12,07,855	38.8	12,07,855	38.8
Mr. Pradeep Agarwal	5,07,197	16.29	5,07,197	16.29
Phulchand Exports Pvt. Ltd.	6,19,604	19.9	6,19,604	19.9

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves & Surplus				Items of Other Comprehensive Income					Total		
			Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation			
											Other items of income (specify nature)		Other Comprehensive Income	
Balance at the beginning of the reporting period	-	-	2,89,62,983	-	-	24,42,62,554	-	-	-	-	-	-	-	27,32,25,536
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	8,40,58,935	-	-	-	-	-	-	-	8,40,58,935
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	2,89,62,983	-	-	32,83,21,489	-	-	-	-	-	-	-	35,72,84,471
For and on behalf of the Board of Directors														
For, Dhiren Shah & Co., Chartered Accountants (Firm Reg. No. 114633W)														
Sd/- Dhiren Shah Partner Memb.No. 035824														
Sd/- Phulchand Agarwal Managing Director DIN : 00026741														
Sd/- S D Vyas Director DIN : 00026670														
Place : Ahmedabad Date : 29.05.2018														
Place : Mumbai Date : 29.05.2018														

<b>Note 10 : Borrowings (Non Current Liabilities)</b>		
Particulars	As at 31 March, 2018	As at 31 March, 2017
	(Rs.)	(Rs.)
<b>Loans</b>		
Unsecured :		
Inter Corporate Deposits		
From Related Parties	-	-
From Others	40,63,77,073	58,01,10,143
<b>Total</b>	<b>40,63,77,073</b>	<b>58,01,10,143</b>
<b>Note 11 : Other long-term liabilities</b>		
Particulars	As at 31 March, 2018	As at 31 March, 2017
	(Rs.)	(Rs.)
<u>(a) Trade Payables:</u>		
<u>(b) Others:</u>		
(i) Property Development	1,05,269	1,05,269
(ii) Other than Acceptances	13,220	13,220
<b>Total</b>	<b>1,18,489</b>	<b>1,18,489</b>
<b>Note 12 : Trade payables</b>		
Particulars	As at 31 March, 2018	As at 31st March, 2017
	(Rs.)	(Rs.)
<b>Trade payables:</b>		
Creditors for Traded Goods	2,67,42,800	4,42,42,800
<b>TOTAL</b>	<b>2,67,42,800</b>	<b>4,42,42,800</b>
<b>Note 13 : Other current liabilities</b>		
Particulars	As at 31 March, 2018	As at 31st March, 2017
	(Rs.)	(Rs.)
<b>(a) Other payables</b>		
<u>Statutory remittances</u>		
Unpaid TDS	35,000	35,000
Professional Tax Payable	400	400
<b>(b) Others</b>		
	63,22,783	11,68,213
<b>Total</b>	<b>63,58,183</b>	<b>12,03,613</b>
<b>Note 14 : Provisions ( Current Liabilities)</b>		
Particulars	As at 31 March, 2018	As at 31st March, 2017
	(Rs.)	(Rs.)
<b>Provision for employee benefits :</b>		
Gratuity	49,51,968	50,76,968
Other employee benefits	2,20,08,232	2,23,87,220
<b>Total</b>	<b>2,69,60,200</b>	<b>2,74,64,188</b>



**Note 15 : Other income**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	(Rs.)	(Rs.)
<b>(a) Interest income comprises:</b>		
<u>Interest from banks on:</u>		
Deposits	2,203	4,349
<u>Interest from Others:</u>		
Interest from Loans & Advances	97,72,050	85,57,752
Interest on income tax refund	-	-
<b>Total (a)</b>	<b>97,74,253</b>	<b>85,62,101</b>
<b>(b) Profit on Sale of Investment</b>	12,26,86,597	-
<b>(c) Miscellaneous Income</b>	-	600
<b>Total - Other non-operating income (a+b+c)</b>	<b>13,24,60,850</b>	<b>85,62,701</b>

**Note 16 : Changes in inventories of stock-in-trade**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	(Rs.)	(Rs.)
<b>Inventories at the end of the year:</b>		
Stock-in-trade (Shops)	14,24,943	14,24,943
<b>Total (a)</b>	<b>14,24,943</b>	<b>14,24,943</b>
<b>Inventories at the beginning of the year:</b>		
Stock-in-trade (Shops)	14,24,943	14,24,943
<b>Total (b)</b>	<b>14,24,943</b>	<b>14,24,943</b>
<b>Net increase / (decrease) (b-a)</b>	-	-

**Note 17 : Employee benefits expense**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	(Rs.)	(Rs.)
Salaries and wages	7,06,258	7,61,388
Bonus Expense	58,428	56,615
Contribution to PF and other funds	1,100	1,500
Leave Travel Allowance	39,528	39,540
Leave Encashment Expense	10,256	31,800
House Rent Allowance	2,79,501	1,89,780
Retrenchment Exp.	27,975	18,207
Reimbursement Expense	68,256	47,256
Staff welfare expenses	-	30
<b>Total</b>	<b>11,91,302</b>	<b>11,46,116</b>

**Note 18 : Finance costs**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	(Rs.)	(Rs.)
<b>(a) Interest expense on:</b>		
Borrowings	-	11,83,562
For Late Payment of Listing Fee	-	-
For Late Payment of Statutory Dues	522	4,86,917
<b>Total</b>	<b>522</b>	<b>16,70,479</b>

**Note 19 : Other expenses**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	(Rs.)	(Rs.)
Advertisement expenses	32,176	37,835
Annual custodian fees	10,887	20,750
Bank Charges	596	1,116
GST Expenses	59,796	-
Conveyance Expenses	29,134	32,870
Cenvat Credit Written Off	-	50,814
Filing Fees	3,000	7,463
Hotel Charges	2,905	6,049
Insurance	829	1,656
Legal & Professional Expenses	2,01,922	3,52,963
Listing Fees	2,33,146	2,00,000
Miscellaneous expenses	1,386	2,190
Office Maintainance Exp.	-	1,649
Petrol Expenses	-	-
Postage and Courior	4,661	6,722
printing & Stationery and Xerox	220	2,500
Professional-Tax Expences	2,400	2,400
Municipal Tax	13,920	-
Income Tax Expenses	22,470	-
Service Tax	50,850	33,388
Sitting Fees	60,000	60,000
Sundry Balances Written off	1,49,284	-
Taxes and Rates	-	23,824
Testing Charges	-	1,947
Travelling & Conveyance	49,445	52,705
Website Updation Charges	2,920	27,480
Payments to auditors :	-	-
i) For Statutory Audit	1,84,500	3,73,750
ii) For Tax Audit	-	-
iii) For Income Tax Matters	-	28,750
<b>Total</b>	<b>11,16,447</b>	<b>13,28,821</b>

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:****NOTES- "20"****CORPORATE INFORMATION :**

Advance Life Styles Limited is a company registered under Companies Act, 1956 vide its registration number L45309MH1988PLC268437 on 18<sup>th</sup> August, 1988. The company is incorporated with object to carrying on the business of Textile Mills, Trading of Cloth and Property Construction.

**SIGNIFICANT ACCOUNTING POLICIES :****(1) Basis of Accounting:**

For all the periods upto and including the year ended March 31, 2018 the company prepared its financial statements as per the historical cost convention on an accrual basis in accordance with the generally accepted accounting principles (GAAP) and applicable accounting standards issued by Institute of Chartered Accountants of India referred in Section 133 of the Companies Act, 2013 read with Rule 7 of companies (Accounts) Rules, 2014.

**(2) Use of Estimates:**

The preparation of financial statements in conformity with Ind AS require estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amount of the revenue and expenses during the reporting period. Actual results could differ from these estimates and the difference between actual results and estimates are recognized in the period in which the results are known/materialize estimated and underlying assumptions are reviewed on an ongoing basis.

**(3) Inventories:**

Inventories are valued at the lower of cost and net realizable value after providing for obsolescence, if any.

**(4) Cash and Cash Equivalents**

(i) Cash Comprises of cash on hand. Cash equivalents are short term balances with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(ii) Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature

and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular generating, financing and investing activities of the company are segregated.

(5) **Property, Plant and equipment:**

Property, Plant and equipment including structural changes/major improvements are stated at cost of acquisition including incidental expenses related to acquisition and installation less accumulated depreciation.

Depreciation on tangible assets is provided on straight line method over the useful lives of assets in accordance with Schedule II of the Companies Act, 2013.

(6) **Revenue recognition:**

Interest Income is recognized on a time proportion basis.

(7) **Investments:**

There is no investment.

(8) **Employee Benefits:**

The Company's contribution paid/payable during the year to the Provident Fund/Gratuity Fund is charged to the Statement of Profit and Loss. The gratuity liability, as per Payment of Gratuity Act is payable up to 13/03/1995 to all eligible workers. In terms of the Order dated 23/01/2004, of the Honorable BIFR, and order dated 15/02/2008, of the Honorable High Court of Gujarat, provision for Gratuity to all the eligible workers have been provided for on an arithmetic calculation basis.

(9) **Retrenchment Expenses:**

Retrenchment compensation and salary for the closure period is required to be paid on receipt of resignation from the employees and vacating the hut /chhapra / room / quarter in the mill premises occupied by them in terms of Order dated 15/02/2008 passed by the Honorable Gujarat High Court. Accordingly, the company has already made provisions for retrenchment compensation and salary for the closure period in past.

(10) **Borrowing cost:**

Borrowing cost is recognized in Statement of profit and Loss in the period in which they are incurred.

(11) **Provision for Current & Deferred Tax:**

(i) **Current Tax :**

The provision for current year taxation has been made as per the provisions of the Income tax Act, 1961.

(ii) **Deferred Tax :**

Deferred tax is recognized, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**(12) Earnings per share:**

The company reports basic and diluted earnings per share (EPS) in accordance with Accounting Standards 20 on "Earning per share". Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

**(13) Contingent Liabilities:**

Contingent liabilities as defined in Ind AS 37 on "Provision, Contingent Liabilities and Contingent Assets" are disclosed by way of notes to the accounts. Provision is made if it is probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability.

**(14) Impairment of Assets:**

The Company makes an assessment of any indicator that may lead to impairment of assets on an annual basis. An asset is treated as an impaired when the carrying cost of the asset exceeds its recoverable value, which is higher of net selling price and value in use. Any impairment loss is charged to Statement of profit and loss account in the year in which it is identified as impaired.

(15) The Company had suspended its operations at Ahmedabad since March 13, 1995 due to financial constraints and labour unrest. The Company was declared as a Sick Unit within the meaning of Section 3(1)(o) of the Sick Industrial (Special Provisions) Act, 1985 (SICA). The Board for Industrial and Financial Reconstruction (BIFR) vide its Order dated August 22, 2006 has discharged the Company from the purview of SICA.

The net worth of the Company has been represented by positive signs and recovered from the huge erosion as compared to past years financial results.

(16) Other liabilities, which include worker's dues have been ascertained on the basis of available records with the Company and are subject to adjustments. Pending final settlement of dues, the payments to workers included in advance to employees, as per court order amounting to Rs. 7,62,506/- (Previous period Rs. 8,60,506/-) made in earlier years has been adjusted against liability provided/paid in pursuance of the Order.

- (17) The company had vide its letter dated September 19,2005 applied to the Income-tax Department for granting relief and concessions in accordance with the sanctioned Revival Scheme of BIFR vide their Order dated January 23, 2004. Further the BIFR vide its discharge Order dated August 22, 2006, issued directives to the Income tax department to exempt the Company from payment of capital gain tax and permit the Company to set off the capital gains, if any, against accumulated losses of the Company. However, the Income tax department filed an appeal before the Appellate Authority for Industrial and Financial Reconstruction (AAIFR) against the said directives of BIFR which was rejected by AAIFR vide its order dated 10th June 2008. In the financial year 2006-07 relevant to A.Y. 2007-08 the Assessing Officer has interpreted the order of BIFR and AAIFR that set-off of accumulated business loss against the Capital Gain beyond 8 years is not allowable and accordingly the demand was raised by the Income Tax Department. The said demand was challenged by the company by filing appeal before the CIT(Appeal). The CIT(Appeal) has decided the appeal in favor of the company. The Income Tax Department preferred an appeal before the ITAT and ITAT has given the judgment in favour of the company.
- (18) The Company and the Textile Labour Union arrived at a settlement in respect of employees' dues on 11/02/2008 and the same has been modified by the Honorable High Court of Gujarat on 15/02/2008, as a result of which the Company is liable to pay in respect of such settlement, an amount aggregating Rs. 15 crores (approx.) to 848 employees on the condition precedent, that the payment will be made to the concerned employee within sixty days after his resignation is received and in respect of the employees concerned having hut/chhapra/room/quarter in the mill premises and he is a beneficiary of the settlement/ order, he shall have to first vacate the hut/chhapra/room/quarter occupied by him in the mill premises and shall have to first handover possession thereof to the Mill Management and thereafter, within sixty days period, the Mill Management will pay the amount to the concerned employee as per the consent terms. The Honorable High Court further held that the closure declared by the Mill Management is legal and valid.
- (19) Consequent to Honorable High Court's order dated 15/02/2008, the company has already made the provision for gratuity relating to all employees in earlier years of the closure of the years 01/04/1997 to 31/03/2007. The liability (other than gratuity) in respect of retrenchment compensation and salary, the company has made the payment to the workers on the basis of resignation received from the employees and accounted for in the books in earlier years. Similarly, the company had also made the provisions for all unresigned employees including employees from whom resignations are yet to be received in terms of the order of High Court dated 15/02/2008 which is amounting to Rs. 1,68,45,202/- as on 31/03/2018 (Rs. 1,74,07,097/- as on 31/03/2017).
- (20) **Earnings per share (EPS):**

Particulars	Current Year	Previous Year
(Loss) / Profit after tax available to equity shareholders (*)	8,40,58,935	28,35,944
Weighted average number of equity shares for Basic EPS	31,12,875	31,12,875
Weighted average number of equity shares for Diluted	31,12,875	31,12,875
EPS (considering Share Application Money)	Rs. 27.00	Rs. 0.91
Basic EPS – (*)	Rs. 27.00	Rs. 0.91
Diluted EPS –(*)	Rs. 27.00	Rs. 0.91
Face value per share	Rs.10.00	Rs.10.00

(21) List of related party and their nature of relationship :

Sr. No.	Nature of Relationship	Name of the Parties
1.	Promoter	Phulchand Exports Pvt. Ltd.
2.	Key Management Personnel (Directors)	1) Phulchand Agarwal (Mng. Director) 2) S.D. Vyas (Director) 3) Reet Kamal Keswani (Women Independent Director)

22) The company has not received information from any of its suppliers whether they are registered as Micro or Small enterprises or not and therefore the amount due to such suppliers, if any, has not been identified by the company.

For, Dhiren Shah & Co.  
Chartered Accountants,  
(Firm Reg.No.114633W)

For and on behalf of the Board of Directors

Sd/-  
(Dhiren Shah)  
Partner  
Membership No.035824

Sd/-  
Phulchand Agarwal  
Managing Director  
DIN : 00026741

Sd/-  
S.D. Vyas  
Director  
DIN : 00026670

Place : Ahmedabad.  
Date : 29-05-2018

Place : Mumbai.  
Date : 29-05-2018



**ADVANCE LIFESTYLES LIMITED**

2ND FLOOR, West Wing Electric Mansion, Appasaheb Marathe Marg, WORLI, MUMBAI 400025  
CIN-L45309MH1988PLC268437

**FORM NO. MGT-11 (PROXY FORM)**

[Pursuant to Section 105(6) of the Companies Act , 2013 and Rule 19(3) of the Companies (Management and Administration ) Rules,2014)]

CIN	L45309MH1988PLC268437
Name of the Company	Advance Lifestyles Limited
Registered Office	4 <sup>TH</sup> FLOOR, 254B, NIRLON HOUSE, DR ANNIE BESANT ROAD, WORLI, MUMBAI 400030
Name of the Member(s)	
Registered Address:	
E-mail ID	
D P ID	

I/ We being the Member(s) and holding \_\_\_\_\_ Shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID \_\_\_\_\_  
Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 11.00 a.m. at 2nd Floor, West Wing Electric Mansion, Appasaheb Marathe Marg, Worli, Mumbai 400025 and at any adjournment thereof in respect of such resolutions as are indicated below:

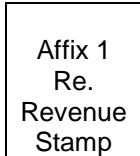
**Ordinary Business :**

1. Adoption of Annual Accounts of the Company as on 31<sup>st</sup> March, 2018 (Ordinary Resolution).
2. Re-appointment of Mr. SOm Dutt Vyas, Director, who retires by rotation (Ordinary Resolution).
3. Appointment of M/s. Dhiren Shah & CO., Chartered Accountants, Ahmedabad as Auditors of the Company and fixing their remuneration (Ordinary Resolution).

Signed this \_\_\_\_\_ Day of September, 2018

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy Holder(s): \_\_\_\_\_



*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.*

**ADVANCE LIFESTYLES LIMITED**

2nd Floor, West Wing Electric Mansion, Appasaheb Marathe Marg, Worli, Mumbai 400025  
CIN- L45309MH1988PLC268437

**ATTENDANCE SLIP**

**Full Name of the Member attending** \_\_\_\_\_

**Full Name of the Joint Holder** \_\_\_\_\_

*(To be filled in if first named joint holder does not attend meeting)*

**Name of Proxy** \_\_\_\_\_

*(To be filled in if Proxy Form has been duly deposited with the Company)*

**I hereby record my presence at the Annual General Meeting held at 2nd Floor, West Wing Electric Mansion, Appasaheb Marathe Marg, Worli, Mumbai 400025 on Saturday, the 29th day of September, 2018 at 11.00 a.m.**

**Folio No**

**DP ID No. \***

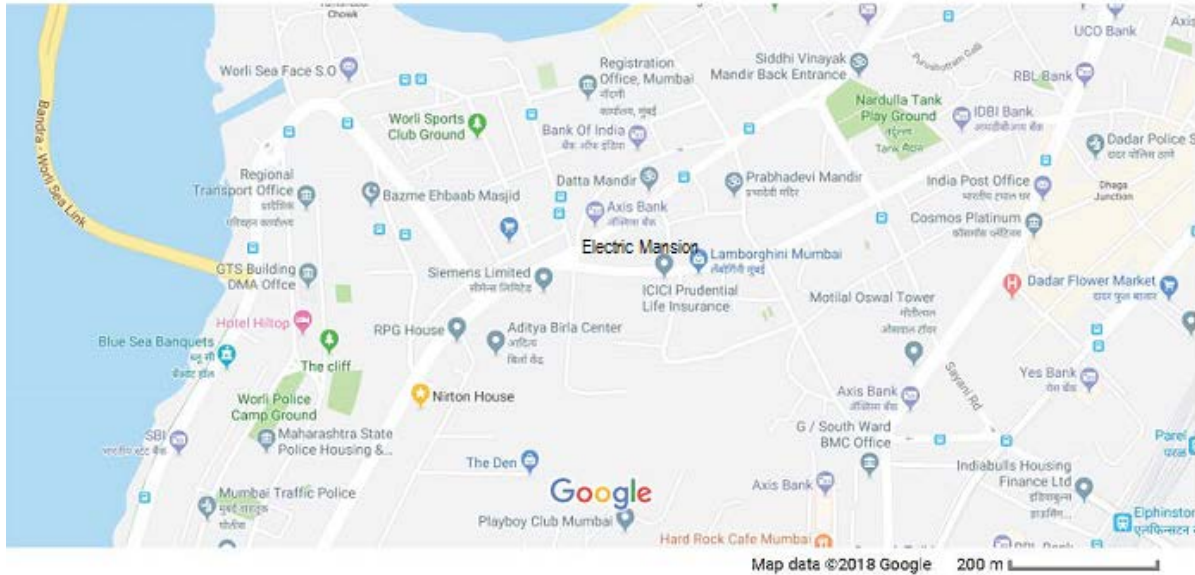
**Client ID No.\***

**\* Applicable for members holding shares in electronic form.**

**No. of Share(s) held** \_\_\_\_\_

\_\_\_\_\_  
**Member's / Proxy's Signature**

## VENUE OF 29th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

**VENUE:**

ADVANCED LIFESTYLES LIMITED  
2nd Floor, West Wing Electric Mansion,  
Appasaheb Marathe Marg,  
Worli, Mumbai 400025

## ADVANCE LIFESTYLES LIMITED

2ND FLOOR, West Wing Electric Mansion, Appasaheb Marathe Marg, WORLI, MUMBAI 400025  
CIN- L45309MH1988PLC268437

### FOR YOUR IMMEDIATE ACTION

Dear Shareholder(s),

#### **Sub.: Mandatory update of PAN and Bank details against your shareholding.**

Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, shareholders whose ledger folios do not have or have incomplete details with respect to their PAN and Bank Account particulars are mandatorily required to furnish these details to the Issuer Company/RTA for registration under their folio. As per our records, your folio needs to be updated with the PAN / Complete Bank details so that the investments held by you are in compliance with the aforementioned circular.

You are hence requested to submit the following documents within 21 days of receipt of this communication:

- The form which has been provided overleaf of this letter, duly filled in and signed by all the shareholders.
- Self-attested copy of Pan Card of all the holders.
- Cancelled cheque leaf of first named holder (in absence of cheque leaf, provide self attested first page of passbook)
- Self-attested copy address proof such as any one of Aadhaar Card / Bank Passbook or Statement/ Utility Bill / Driving License / Voter ID Card / Passport as required for update of details:

In case if you have any queries or need any assistance in this regard, please contact:

Mr. M L Dubey, Vice President & Comp. Officer ADVANCE LIFESTYLES LIMITED FF 21-22, ADVANCE PLAZA, OPP. SWAMINARAYAN TEMPLE, SHAHIBAG, AHMEDABAD 380005 Email: cs @ advance.net.in	Bigshare Services Pvt. Ltd. (RTA) Unit: ADVANCE LIFESTYLES LIMITED A-802, Samudra Complex, Nr Girish Colddrinks Cross Roads, Navarangpura, Ahmedabad 380 009 Tel.: + 91-79-4002 4135 Email: investor@bigshareonline.com
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Further, in case of change in your address, bank details etc., please inform about the same to our RTA in writing along with necessary supporting documents. Also note, once your details are recorded in the system, the dividend will be directly credited into your bank account.

Thanking you,  
Yours faithfully,

For ADVANCE LIFESTYLES LIMITED

(M L DUBEY)  
Vice President & Comp. Officer

## FORM FOR FURNISHING PAN AND BANK DETAILS

To,  
Bigshare Services Pvt. Ltd.  
A-802, Samudra Complex,  
Nr Girish Cold Drinks Cross Roads, Navarangpura, Ahmedabad 380009

Dear Sir/Madam,

**Unit: Advance Lifestyles Limited**

I/we hereby furnish our PAN and Bank mandate details for update in your records. I/we enclose herewith:

- 1) Self-attested copy of PAN cards of all the holders,
- 2) Original cancelled cheque leaf / First page of attested bank passbook and
- 3) Self-attested copy address proof such as any one of Aadhaar Card / Bank Passbook or Statement/ Utility Bill / Driving License / Voter ID Card / Passport as required for update of details:

Folio No.	
Mobile No.	
E-Mail id	

Bank Account Details : (for electronic credit of dividends)															
Name of the Bank															
Name of the Branch															
Account Number (as appearing in your cheque book)															
Account Type (Please tick as applicable)						Saving			Current						
9 Digit MICR Number (as appearing on the MICR cheque issued by the bank)															
11 Digit IFSC Code															

	Name	PAN	Signature
First Holder :			
Joint Holder1 :			
Joint Holder2 :			

Date:

Place:

NB: The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholders.

*If undelivered, please return to:-*

**Advance Lifestyles Limited**

F. F. 21-22, Advance Plaza,  
Shahibag Road,  
Ahmedabad -380 004.