

AVI PRODUCTS INDIA LIMITED

FORMERLY KNOWN AS AVI PHOTOCHEM LIMITED
CIN No. L24200MH1989PLC050913

33RD ANNUAL REPORT 2021-2022



Regd Office: 110, Manish Ind Est No. 4, Navghar Rd, Vasai (E), Dist: Palghar-401210, Maharashtra, India
Phone No: 0250 2397373 Email id: aviphotochem@gmail.com, Website: www.aviphoto.in

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Palghar-401210, Maharashtra, India
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THIRTY THIRD ANNUAL REPORT 2021-2022

CORPORATE INFORMATION

BOARD OF DIRECTORS

Directors

Mr. Avinash D. Vora
Mr. Vikram A Vora
Mr. Pradeep H. Joshi
Ms. Daksha N. Vora
Mr. Pradeep Kumar
Mr. Vimal Desai
Mr. Abhishek Nilesh Vora

Designation

Chairman & Managing Director
Whole time Director (Resigned w.e.f. 14.02.2022)
Non-Executive Director
Women Director
Independent Director (Resigned w.e.f. 23.08.2022)
Independent Director (Appointed w.e.f. 23.08.2022)
Independent Director (Appointed w.e.f. 23.08.2022)

KEY MANAGERIAL PERSONNELS

Name

Ms. Hemali Pankaj Patel
Ms. Bijal Yogesh Durgavale

Ms. Vaishali Rathod

Designation

Chief Financial Officer
Company Secretary-Compliance Officer
(Appointed w.e.f 14.02.2022)
Company Secretary-Compliance Officer
(Resigned w.e.f 14.02.2022)

**M/S N. K. Jalan & Co.,
Chartered Accountant**

2-A, Mayur Apartments,
Dadabhai Cross Road No.3,
Vile Parle (West),
Mumbai – 400 056.
Tel: 9324114104
Email: ca@nkjalan.com

Secretarial Auditor

VKMG & Associates LLP

Anish Gupta (COP No. 4092)
105 Lotus Business Park,
Near Dal Mill, Off SV Road,
Malad West
Mumbai 400064
Tel: 91 9821099720
Email: info@csanishgupta.com

Registrar And Transfer Agents

Link Intime India Private Limited

C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai 400 083.
Tel: 22- 49186000,
Website: www.linkintime.co.in
Email:
rnt.helpdesk@linkintime.co.in

Bankers

State Bank of India, Vile
Parle (West) branch.
HDFC Bank, Hanuman
Road, Vile Parle (East)
branch.
HDFC Bank, Nehru
Road, Vile Parle (East)
branch

Registered Office:

110, Manish Ind Estate No. 4,
Navghar Rd, Vasai (East),
Dist: Palghar – 401210, Maharashtra,
India

Corporate Identity Number (CIN)

L24200MH1989PLC050913

Email: aviphotochem@gmail.com

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of **M/s. AVI PRODUCTS INDIA LIMITED** (CIN: L24200MH1989PLC050913) will be held on Wednesday, 28th September 2022 at 3.00 p.m. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following business.

ORDINARY BUSINESS:

- I. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2022 together with the Reports of Directors and Auditors thereon.
- II. To appoint a managing director in place of Mr. Avinash D. Vora (DIN 02454059) who retires by rotation and being eligible, seeks reappointment.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Avinash D. Vora (DIN 02454059) as a managing director, who is liable to retire by rotation.

SPECIAL BUSINESS:

- III. Appointment of Mr. Vimal Desai (DIN: 09707509) as an independent Director of the Company.

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:**

"RESOLVED THAT Mr. Vimal Desai (DIN:09707509), who was appointed as an Additional Director of the Company with effect from August 23 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Vimal Desai, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from August 23, 2022 to August 22, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved."

- IV. Appointment of Mr. Abhishek N. Vora (DIN: 09710027) as an independent Director of the Company.

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

"RESOLVED THAT Mr. Abhishek N. Vora (DIN: 09710027), who was appointed as an Additional Director of the Company with effect from August 23, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Abhishek N. Vora, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from August 23, 2022 to August 22, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved."

- V. To consider appointment of Mr. Vikram Vora (DIN:02454043) as a Non-Executive Director of the Company and, in this regard, pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) [the Act] Mr. Vikram Vora (DIN: 02454043), who was appointed as an Additional Director by the Board of Directors with effect from August 23, 2022, in terms of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

- VI. To consider to appointment of Ms. Daksha N. Vora (DIN: 07163666) as an Independent Director in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT Ms. Daksha N. Vora (DIN: 07163666), who was earlier appointed as a Non-Executive Director of the Company and her designation was changed to Independent Director in the board meeting dated 23rd August, 2022, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member

proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Daksha N. Vora, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from August 23, 2022 to August 22, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved."

VII. To Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013:

To consider and, if thought fit, to pass the following resolution, with or without modifications as a "Special Resolution.

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act"), the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Healix Healthcare Private Limited being an entity covered under the category of "a person in whom any of the director of the company is interested" as specified in the explanation to sub-section 2 of the said section, upto an aggregate sum of 10 Crores (Rupees Ten Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

VIII. Related Party Transaction under Section 188 of the Companies Act, 2013.

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof) and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to enter into any contract or arrangements with related parties Healix Healthcare Private Limited as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of

property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties up to a maximum amount of Rs. 10 Crore.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as maybe necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

Registered Office:

110, Manish Ind Estate No.4,
Navghar Road Vasai(East),Dist; Palghar –
410210, Maharashtra.
Place: Vasai
Date: 23rd August 2022

By order of the Board of Directors
For AVI PRODUCTS INDIA LIMITED

Sd/-
Avinash Vora
Chairman (DIN:.02454059)

Notes:

- I. For the purpose of the Companies Act, 2013 (“Act”), the proceedings of the meeting shall be deemed to take place at the registered office of the Company.
- II. An explanatory statement pursuant to Section 102 of the Companies Act 2013 (‘Act’) in respect of the Special Business under item no 3, 4, 5, 6 and 7 of the notice, is annexed hereto.
- III. This AGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”); the provisions of General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 5, 2020 and General Circular no. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs issued by the MCA (collectively referred to as “MCA Circulars”); and SEBI Circular dated May 13, 2022, ref SEBI/HO/CFD/CMD2/CIR/P/2022/62.
- IV. Since, the AGM is being conducted through VC/OAVM; there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
- V. Members can raise questions during the meeting or in advance at aviphotochem@gmail.com. However it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
- VI. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.

- VII. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- VIII. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company ("RTA") in case the shares are held in physical form.
- IX. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company Depositories. Members may note that the Notice and Annual Report for FY 2021-22 will also be available on the website of the Company, i.e. www.aviphoto.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com
- X. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 17.
- XI. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- XII. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at aviphotochem@gmail.com.
- XIII. Notice is also given under Section 91 of the Act read with Regulation 42 of Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from September 22, 2022 to September 28, 2022 (both days inclusive).
- XIV. Process for registration of email id for obtaining Annual Report and User ID/password for e-voting and updation of bank account mandates is annexed to this Notice.
- XV. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Link Intime India Private Limited ("Link Intime") in case the shares are held by them in physical form.
- XVI. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at aviphotochem@gmail.com at least 7 days before the Meeting. The same will be replied by the Company suitably.
- XVII. Information and other instructions relating to e-voting are as under:
- I. The remote e-voting facility will be available during the following period:
Commencement of e-voting: From 9:00 a.m. (IST) on Sunday, 25 September 2022
End of e-voting: Up to 5:00 p.m. (IST) on Tuesday 27, September 2022.

The remote e-voting will not be allowed beyond therefore said date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

II. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members

facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

III. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to the Members.

IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Wednesday, 21, September 2022. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Wednesday, 21, September 2022 only shall be entitled to avail the facility of e-voting.

VI. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. September 3 2022; such Member may obtain the User ID and password by sending request at rnt.helpdesk@linkintime.co.in.

VII. The Board of Directors of the Company has appointed Mr. Anish Gupta, Partner of M/s VKMG & Associates LLP, Company Secretary firm, Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.aviphoto.in. The results shall simultaneously be communicated to the Stock Exchange.

IX. Information and other instructions relating to remote e-voting are as under:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

- i. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or

e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easin/ Easiest are

<https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and

click on New System Myeasi.

After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - i. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - ii. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - iii.
 - iv. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - v.

- vi. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

▶Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶Click “confirm” (Your password is now generated)

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour /Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to logon the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian /Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund /Corporate Body' login for the Scrutinizer to verify the same

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43. |

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the aviphotocem@gmail.com created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- 6.
7. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

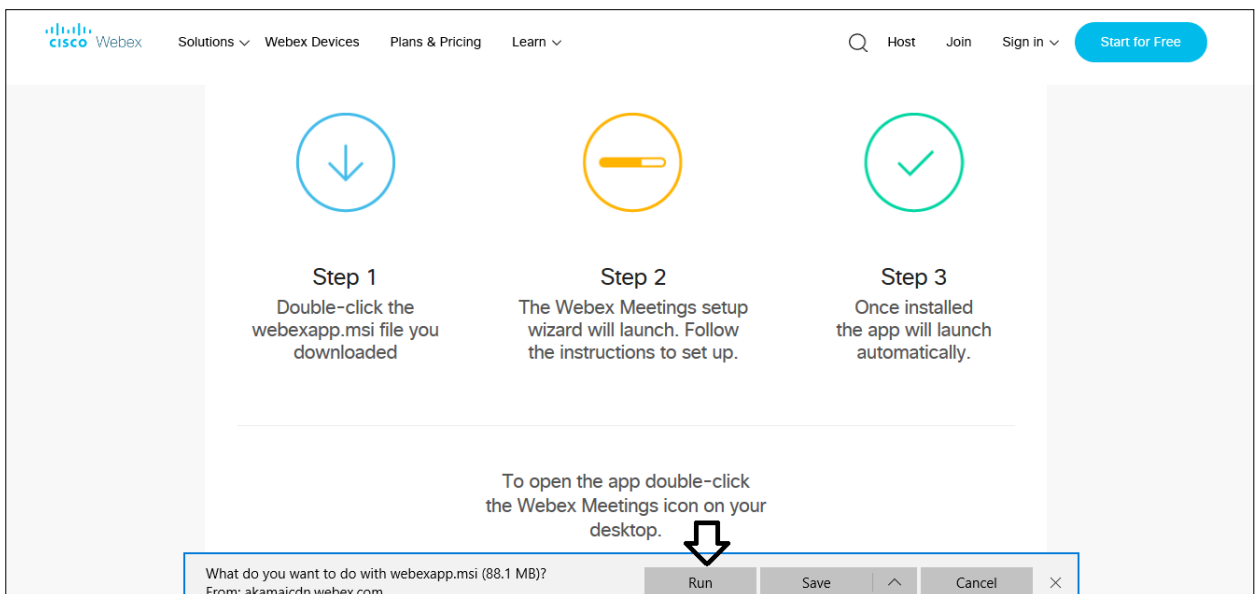
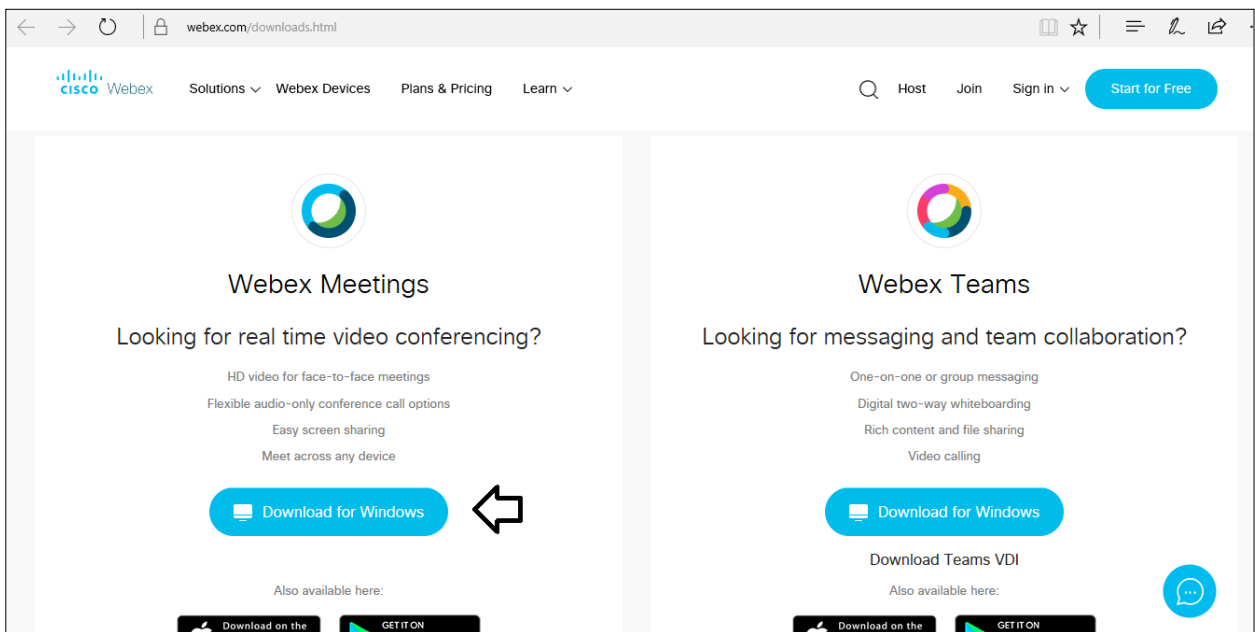
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

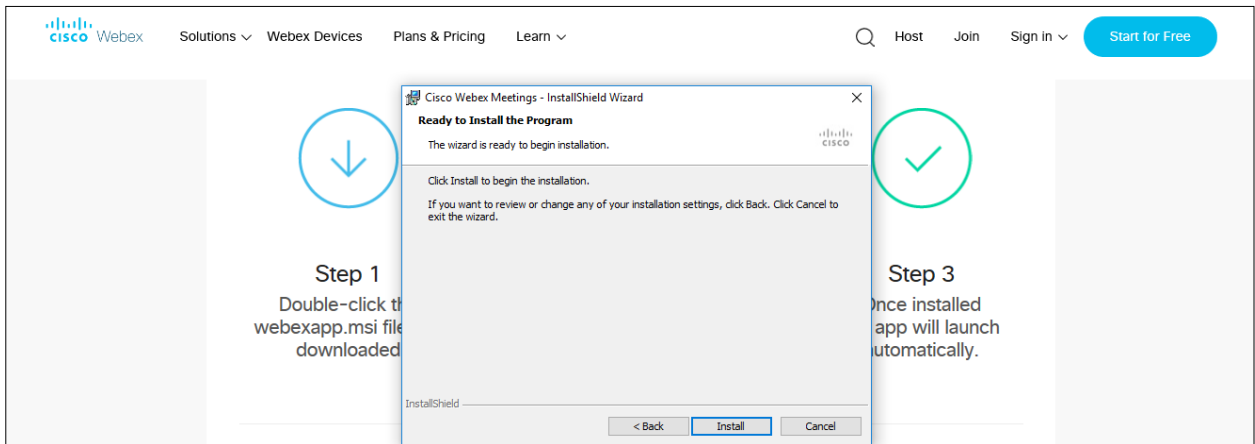
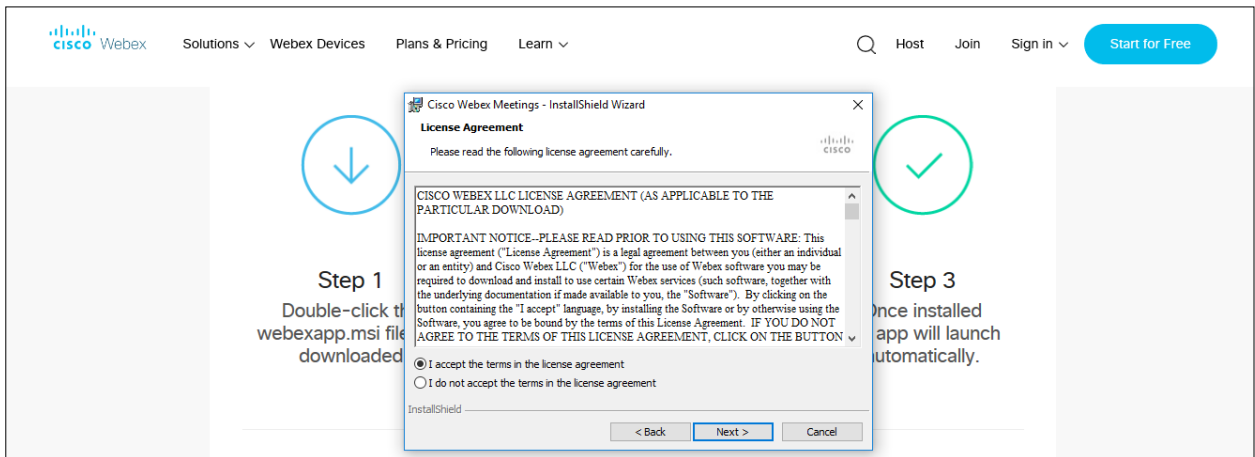
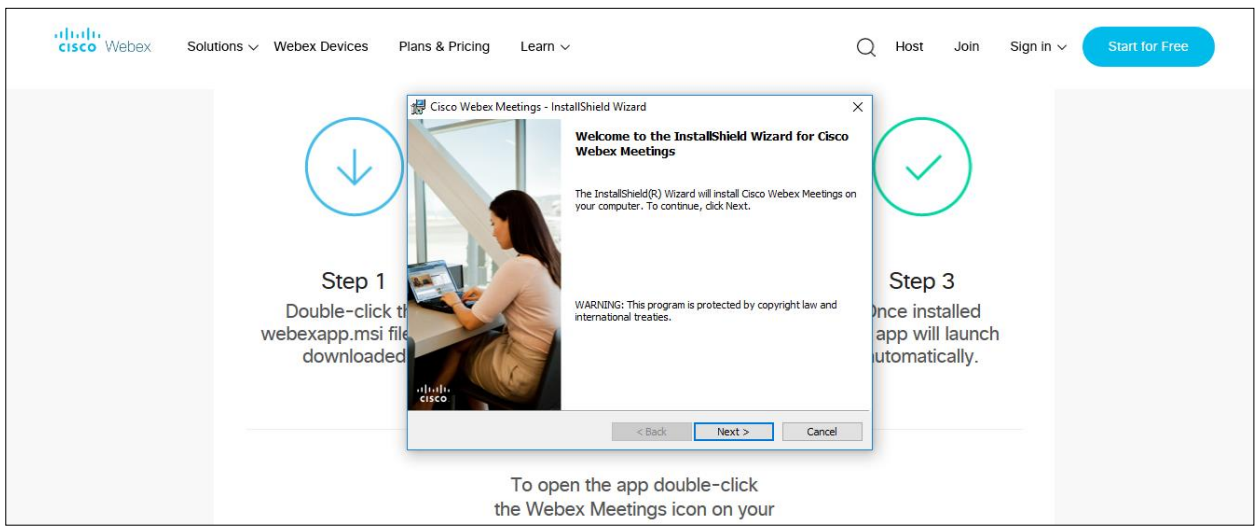
InstaMeet Support Desk
Link Intime India Private Limited

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

| | |
|--------|---|
| Step 1 | Enter your First Name, Last Name and Email ID and click on Join Now. |
| 1 (A) | If you have already installed the Webex application on your device, join the meeting by clicking on Join Now |
| 1 (B) | If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now |

The screenshot shows the Cisco Webex 'Join Event Now' interface. On the left, there is an 'Event Information' section with fields for 'Event status:', 'Date and time:', 'Duration:', and 'Description:'. Below this, there is a link for 'Terms of Service and Privacy Statement'. On the right, there is a 'Join Event Now' button. Below the button, there is a message: 'You cannot join the event now because it has not started.' Below this message, there are four input fields: 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points to the 'First name' field with the text 'Mention your First name, Last name and email address'. Below the input fields, there is a 'Join Now' button and a link for 'Join by browser NEW!'. A second red arrow points to the 'Join Now' button. At the bottom, there is a link for 'start your event'.

Registered Office:
110, Manish Ind Estate No.4,
Navghar Road Vasai(East),Dist;
Palghar – 410210, Maharashtra.

Place: Vasai
Date: 23rd August 2022

By order of the Board of Directors
For AVI PRODUCTS INDIA LIMITED

Sd/-
Avinash Vora
Chairman
(DIN:02454059)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item 3: Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Vimal Desai DIN: 09707509 as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from August 23 2022 up to August 22, 2027 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Vimal Desai shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Desai are provided as Annexure to this Notice.

Mr. Desai has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Desai is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Desai on the Board of the Company and accordingly the Board recommends the appointment of Mr. Desai as an Independent Director as proposed in the Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

Except for Mr. Desai and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item 4: Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Abhishek N. Vora (DIN: 09710027) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from August 23 2022 up to August 22, 2027 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Abhishek N. Vora shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr Abhishek N. Vora are provided as Annexure to this Notice.

Abhishek N. Vora has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Abhishek N. Vora is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Abhishek N. Vora on the Board of the Company and accordingly the Board recommends the appointment of Abhishek N. Vora as an Independent Director as proposed in the Resolution set out at Item No.4 of the accompanying Notice for approval by the Members.

Except Mrs. Daksha Nilesh Vora, director none of the directors or KMP's are interested in the said resolution.

Item 5: The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, have appointed Mr. Vikram Vora as an Additional Director of the Company in capacity of Non-Executive Director with effect from August 23, 2022 liable to retire by rotation, subject to consent by the Members of the Company at the 33rd Annual General Meeting ("AGM").

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Vikram Vora, is available for inspection, without any fee, by the members at the Company's registered office and corporate office during normal hours on working days up to the date of the AGM, and also at the Meeting.

The Company has received from Mr. Vikram Vora (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Vikram Vora for appointment.

Details pursuant to Reg. 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure.

Save and except Mr. Vikram Vora and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the members.

Item 6: The Board of Directors of the Company had appointed Mrs. Daksha N. Vora as Independent Director of not liable to retire by rotation, for a term of five years, i.e., from August 23 2022 up to August 22 2027 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mrs. Daksha N. Vora shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director.

Mrs. Daksha N. Vora has given his declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given his consent to act as a Director.

In the opinion of the Board, Mrs. Daksha N. Vora is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mrs. Daksha N. Vora on the Board of the Company and accordingly the Board recommends the appointment of Mrs.

Daksha N. Vora as an Independent Director as proposed in the Resolution set out at Item No.6 of the accompanying Notice for approval by the Members.

Except Mr. Abhishek Nilesh Vora, director none of the directors or KMP's are interested in the said resolution.

Item 7: The Company is expected to render support for the business requirements to Healix Healthcare Private Limited, being a Companies in which director are interested, from time to time. The Company may be required to provide loan(s) including loan represented by way of Book Debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the "Loan") taken/ to be taken by Healix Healthcare Private Limited. The said Loan(s)/ guarantee(s)/security(ies) shall be utilized by Healix Healthcare Private Limited for its principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

Avi Products India Limited, Healix Healthcare Private Limited are entities covered under the category of a person in whom any of the Director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies(Amendment) Act, 2017) for providing Loan(s) to, and/or giving guarantee(s), and/or providing security(ies) in connection with any Loan taken/ to be taken by Healix Healthcare Private Limited of an aggregate outstanding amount not exceeding Rs. 10 Crores (Rupees Ten Crores only) on the terms mentioned in the resolution set out at item no.6 and necessary delegation of authority to the Board for this purpose. Your Directors recommends the resolution set out at Item no. 7 to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to following entities:

| Name of the Company | Particulars of loans to be given, or guarantee to be given or security to be provided | Purpose |
|-----------------------------------|---|---|
| Healix Healthcare Private Limited | Aggregate amount of Loans to be provided or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 5 crores (Rupees Five Crores Only) | Business purpose in the form of Inter Corporate Deposit |

Item 8:

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. It has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

The Company is entered into arrangements with related parties Healix Healthcare Private Limited as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties all the transactions are material in nature and require the approval of the unrelated shareholders of the Company.

The provisions of the LODR Guidelines consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Agreement requires all material related party transactions to be approved by the shareholders through a special resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with related parties whether individually and/or in aggregate may exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 up to a maximum amount as mentioned in the respective resolutions from the financial year 2021-2022 and onward and includes the transactions carried with its related parties during the previous financial year.

All related parties shall abstain from voting on these resolutions.

The disclosures required to be provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 The particulars of the transaction which is proposed to be entered into by the Company, are provided in brief, herein below: -

| | |
|---|--|
| Name of related parties | 1. Healix Healthcare Private Limited |
| Name of Director or KMP who is related | 1. Mr. Avinash D. Vora 2. Mr. Vikram A. Vora |
| Nature of relationship | Mr. Avinash Vora and Mr. Vikram A. Vora are the same Promoter and Directors of the Company |
| Monetary value | The estimated aggregate contract value for the matters proposed in the resolution shall not exceed Rs. 10 Crores for each of AVI Products India Limited and Healix Healthcare Private Limited. |
| Nature, material terms and particulars of arrangement | Purchase of material by the Company from and the sale of Company's product(s) to these companies are dependent on the requirement of the Company for its products from time to time and ability of supply of specified material by these companies. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business |
| Any advance paid or received for the arrangement, If any. | As per industry norms, custom and uses. |

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on 23rd August 2022 and have approved the proposed arrangements with the Related Parties) (i.e Healix Healthcare Private Limited) and have also decided to seek approval of shareholders by way of special resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules , 2014 and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Mr. Avinash D. Vora who directly hold in aggregate 198615 equity shares of the Company are concerned or interested in the special resolutions at Item No. VIII and Mr. Vikram A. Vora, Director of the Company and holding 142563 equity shares may also be deemed to be interested or concerned in the Ordinary resolutions at Item No. VIII.

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution. The Board of Directors recommends the above Ordinary resolutions for your approval.

Registered Office:

110, Manish Ind Estate No.4,
Navghar Road Vasai(East),Dist;
Palghar – 410210, Maharashtra.

Place: Vasai

Date: 23rd August 2022

By order of the Board of Directors
For AVI PRODUCTS INDIA LIMITED

Sd/-
Avinash Vora
Chairman
(DIN:02454059)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

| Name of the Director | Mr. Avinash D. Vora | Mr. Vimal Desai | Ms. Daksha N. Vora |
|---|--|---|--|
| Date of Birth (Age) | 09/03/1951, (70 years) | 30/07/1978, (44 years) | 27/07/1967, 55 years) |
| Directors Identification Number | 02454059 | 097075090 | 07163666 |
| Qualification | SSC | Masters in Business Administration from ICFAI University, Mumbai. | H.S.C. |
| Date of first Appointment on board of the Company | 17 th March 1989 | 23 rd August 2022 | 23 rd August 2022 |
| Experience (including expertise in specific functional areas) / Brief Resume | Marketing, Trading & Manufacturing, E-commerce | He has over 20 years of experience in the fields of Finance, Accounting, Audit, Taxation, GST and financial control system. | Experience in business strategy |
| List of Directorship held in other companies | Healix Healthcare Private Limited | Nil | Nil |
| No. of shares held in the Company either by self or as a beneficial owner | 1,98,615 Shares | - | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel | Related to Director | Not related to any Director / Key Managerial Personnel of the Company | Related to Director |
| Terms and Conditions of appointment / re-appointment | As per the Ordinary Resolution set forth at Item No. 3 of this Notice. | As per the Ordinary Resolution set forth at Item No. 4 of this Notice read with the Explanatory Statement thereto. | As per the Ordinary Resolution set forth at Item No. 6 of this Notice read with the Explanatory Statement thereto. |
| Memberships/ Chairmanships of Committees across companies (excluding foreign companies) | Nil | Nil | Nil |

| Name of the Director | Mr. Abhishek Nilesh Vora | Mr. Vikram A Vora |
|---|---|---|
| Date of Birth (Age) | 09/08/1993,(29 Years) | 05/08/1979 (43 years) |
| Directors Identification Number | 09710027 | 02454043 |
| Qualification | Masters in Business Administration (MBA Tech) from NMIMS University, Mumbai. | B.E. Production, MMS in Marketing |
| Date of first Appointment on board of the Company | 23 rd August 2022 | 23 rd August 2022 |
| Experience (including expertise in specific functional areas) / Brief Resume | His expertise is in general management and fund management. | Marketing, Trading & Manufacturing |
| List of Directorship held in other companies | Nil | Healix Healthcare Private Limited Total Dental Care Private Limited |
| No. of shares held in the Company either by self or as a beneficial owner | Nil | 1,42,563 Shares |
| Relationship with other Directors, Manager and other Key Managerial Personnel | Related to Director (Son of Mrs. Daksha Nilesh Vora) | Related to Director (Son of Mr. Avinash Vora) |
| Terms and Conditions of appointment / re-appointment | As per the Ordinary Resolution set forth at Item No. 5 of this Notice. read with the Explanatory Statement thereto. | As per the Ordinary Resolution set forth at Item No. 6 of this Notice. read with the Explanatory Statement thereto. |
| Memberships/ Chairmanships of Committees across companies (excluding foreign companies) | Nil | Nil |

Registered Office:

110, Manish Ind Estate No.4,
Navghar Road Vasai(East),Dist;
Palghar – 410210, Maharashtra.

Place: Vasai

Date: 23rd August 2022

By order of the Board of Directors
For AVI PRODUCTS INDIA LIMITED

Sd/-
Avinash Vora
Chairman
(DIN:02454059)

AVI PRODUCTS INDIA LIMITED
(CIN No. L24200MH1989PLC050913)

Regd Office: 110, Manish Ind Est No. 4, Navghar Rd, Vasai (E), Dist: Palghar-401210, India
Phone No: 0250 2397373 Email id: aviphotochem@gmail.com, Website: www.aviphoto.in

THIRTY THIRD ANNUAL REPORTS 2021-2022

Dear Shareholders,

_____, 2022

Submission of PAN details

We request you to submit details of your Income Tax Permanent Account Number (PAN) as in terms of directive of Securities and Exchange Board of India, submission of these details by every participant in the Securities / Capital Market has become mandatory.

Kindly return the slip appended below, duly filled in and signed with self-attested copies of PAN cards of all holders including joint holders, to the Company or the RTA. If you are holding shares in electronic form, please furnish these details to your Depository Participant.

In case you have already submitted the PAN details, kindly ignore this letter.

For **AVI PRODUCTS INDIA LIMITED**

Ms. Bijal Yogesh Durgavale

Company Secretary

Address: 110, Manish Indl Estate No. 4, Navghar Road, Vasai (East), Palghar- 401210.

Name:.....

Address:.....

.....

.....

To,

Link Intime India Private Limited

C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai-400083

Phn No: 022 2594 6970 /Email: sujata.poojary@linkintime.co.in,

We give below the PAN details together with self-attested photocopies of the PAN card. Kindly record the same against my/our names.

Folio No..... Tel No.

.....

E-mail

.....

| Name of the Shareholder | PAN | * Signature |
|-------------------------|-----|-------------|
| | | |
| | | |

* In case of account holder(s) other than individuals, kindly submit an attested copy of the required authorization alongwith the specimen signatures of the authorized signatories.

DIRECTORS' REPORT

To
The Shareholders,

Your directors have pleasure in presenting the 33rd Annual Report along with the Audited Financial statements of the Company for the financial year ended 31st March, 2022

FINANCIAL RESULTS:

Your Company's financial performance for the year ended 31st March, 2022 is summarized below:

| Particulars | For the Year ended on 31.03.2022 (Rs. In Thousands) | For the Year ended on 31.03.2021 (Rs. In Thousands) |
|---|---|---|
| Total Income | 33,708.96 | 25,487.17 |
| Total Expenditure | 32,143.59 | 24,812.24 |
| Profit/(Loss) before taxation | 1,565.37 | 674.93 |
| Provision for Tax | 406.97 | 105.29 |
| Profit/(Loss) after Taxation | 1,158.40 | 569.64 |
| Earning per equity share (Basic & Diluted) (Face Value of Rs. 10/- each) | 0.65 | 0.55 |

WORKING RESULTS AND STATE OF COMPANY'S AFFAIRS:

The company is doing trading business in Dental products and food business. The company has made significant process in food business as well as online trading business of dental goods. The company is planning to expand into quick service restaurants. During the year the Company has a profit of Rs. 1,158.4 Thousand- against a profit of Rs. 5,69.64 Thousand in the previous year.

DIVIDEND:

With a view to conserve the resources of the Company, the Board of Directors does not recommend any dividend for the year under the review.

DIVIDEND DISTRIBUTION POLICY:

Pursuant to Regulation 43A of LODR Regulation 2015, the regulations related to Dividend Distribution Policy are not applicable to the Company.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

RESERVE:

No amount as been transferred to the General Reserve during the year.

SHARE CAPITAL:

The Issued, Subscribed and paid-up equity capital of your company as on March 31, 2022 stood at Rs. 2,58,45,720/- comprising of 25,84,572 Equity shares of Rs.10/-each during the year under review.

DETAILS OF DIRECTORS AND:

During the year under review, there were changes in the Board of Directors of the Company.

- | | | | |
|----|----------------------|---|--|
| 1. | Mr. Avinash D. Vora | : | Chairman and Managing Director |
| 2. | * Mr. Vikram A. Vora | : | Whole time Director |
| 3. | **Mr. Pradeep Kumar | : | Independent Director |
| 4. | Mr. Pradeep Joshi | : | Non- Executive Director |
| 5. | *** Mr. Vimal Desai | : | Additional Director (Independent Director) |

6. **** Mr. Abhishek N. Vora :Additional Director (Independent Director)
 7. Ms. Daksha N. Vora : Women Director

**Mr. Vikram A. Vora, has resigned from post of Whole time Director of the Company with effect from February 14, 2022*

***Mr. Pradeep Kumar, has resigned from post of Independent Director of the Company with effect from August 23, 2022*

**** Mr. Vimal Desai has appointed as an Additional Director of the Company with effect from August 23, 2022*

***** Mr. Abhishek N. Vora has appointed as an Additional Director of the Company with effect from August 23, 2022*

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Avinash Vora, Managing Director, retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting. Members are requested to refer the Notice of ensuing Annual General Meeting for brief profile and other related information of Mr. Avinash Vora, Managing Director retiring by rotation.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and under regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Companies Act, 2013, as on 31st March, 2022, the following are the Key Managerial Personnel (KMP) of the Company:

1. Mr. Avinash D. Vora : Chairman and Managing Director
 2. *Ms. Bijal Yogesh Durgavale : Company Secretary and Compliance Officer
 3. **Ms. Vaishali Rathod : Company Secretary and Compliance Officer
 4. Ms. Hemali Patel : Chief Financial Officer
 5. ***Mr. Vikram A. Vora : Whole time Director

** Ms. Bijal Yogesh Durgavale, has appointed for the post of Company Secretary & Compliance Officer of the Company with effect from February 14, 2022*

***Ms. Vaishali Rathod, has resigned from the post of Company Secretary & Compliance Officer of the Company with effect from February 14, 2022.*

****Mr. Vikram A. Vora, has resigned from post of Whole time Director of the Company with effect from February 14, 2022.*

BOARD MEETINGS:

During the year under review, 6 (Six) meetings were held. The dates of the meetings are 30th June 2021, 2nd August 2021, 12th August 2021, 1st October 2021, 13th November, 2021 and 14th February, 2022. Attendance of Directors at the Board Meeting is as under:

| Sr. No. | Name of Director | No. of Board Meetings attended |
|----------------|-------------------------|---------------------------------------|
| 1 | Mr. Avinash D. Vora | 6 of 6 |
| 2 | *Mr. Vikram A. Vora | 6 of 6 |
| 3 | Mr. Pradeep H. Joshi | 6 of 6 |
| 4 | Mr. Pradeep Kumar | 6 of 6 |
| 5 | Mrs. Daksha N. Vora | 6 of 6 |

*Mr. Vikram A. Vora, has resigned from post of Whole time Director of the Company with effect from February 14, 2022.

COMMITTEES OF THE BOARD

I. Audit Committee

The Composition of Audit Committee is as under:

- i. Mr. Pradeep Kumar-Chairman, Non-Executive and Independent Director
- ii. Mr. Pradeep H. Joshi-Non-Executive and Independent Director
- iii. Mr. Avinash D. Vora- Executive Director

In the financial year 2021-2022, the Audit Committee met four times. The Meetings were held on 30th June 2021, 12th August 2021, 13th November, 2021 and 14th February, 2022.

Attendance of Audit Committee Members is as under:

| Sr. No. | Name of Director | No. of Board Meetings/ Meeting attended |
|---------|----------------------|---|
| 1 | Mr. Pradeep Kumar | 4/4 |
| 2 | Mr. Pradeep H. Joshi | 4/4 |
| 3 | Mr. Avinash D. Vora | 4/4 |

II. Nomination and Remuneration Committee:

The Composition of Nomination and Remuneration Committee is as under:

- i. Mr. Pradeep Kumar-Chairman, Non-Executive and Independent Director
- ii. Mr. Pradeep H. Joshi -Non-Executive and Independent Director
- iii. Mrs. Daksha N. Vora-Non- Executive Director

In the financial year 2021-2022 the Nomination and Remuneration Committee met one time. The Meeting was held on 14th February 2022.

Attendance of Nomination and Remuneration Committee Members is as under:

| Sr. No. | Name of Director | No. of Board Meetings/ Meeting attended |
|---------|----------------------|---|
| 1 | Mr. Pradeep Kumar | 1/1 |
| 2 | Mr. Pradeep H. Joshi | 1/1 |
| 3 | Mrs. Daksha N. Vora | 1/1 |

III. Stakeholders Relationship Committee

The Composition of Stakeholders Relationship Committee is as under:

- i. Mr. Pradeep Kumar-Chairman, Non-Executive and Independent Director
- ii. Mr. Pradeep H. Joshi -Non-Executive and Independent Director
- iii. Mr. Avinash D. Vora -Executive Director

In the financial year 2021-2022 the Nomination and Remuneration Committee met one time. The Meetings was held on 30th June 2021.

Attendance of Stakeholders Relationship Committee Members is as under:

| Sr. No. | Name of Director | No. of Board Meetings/ Meeting attended |
|----------------|-------------------------|--|
| 1 | Mr. Pradeep Kumar | 4/4 |
| 2 | Mr. Pradeep H. Joshi | 4 /4 |
| 3 | Mr. Avinash D. Vora | 4 /4 |

ANNUAL PERFORMANCE EVALUATION:

The Board of Directors of the Company is committed to assess its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning. To that end, the Nomination and Remuneration Committee has established the process for evaluation of performance of all the Directors and the Board including Committees. The Company has devised a Policy for performance evaluation of all the Directors, the Board and the Committees which includes criteria and factors for performance evaluation. The appointment/re-appointment /continuation of Directors on the Board shall be based on the outcome of evaluation process.

The Directors expressed their satisfaction with the evaluation process.

RISK MANAGEMENT POLICY:

In compliance with the provisions of Section 134(3)(n) of the Companies Act, 2013, the Board of Directors has formulated and adopted the Risk Management Policy. The Board of Directors has delegated the Audit Committee authority to monitor the Risk Management Policy including (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. We affirm that, all risk managements are monitored and resolved as per the process laid out in the policy.

NOMINATION AND REMUNERATION POLICY:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of directors and recommends to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees. The brief terms of the policy framed by the Nomination and Remuneration Committee, in pursuant to the provisions of Section 178(4) of the Companies Act, 2013 and Rules made thereunder are as follows:

- a) The committee shall ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- b) The committee shall also ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) The committee shall also ensure that the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The Key Objectives of the Committee are:

- a) To guide the Board in relation to appointment and removal of directors, key managerial personnel and senior management.

- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on remuneration payable to the directors, key managerial personnel and senior management.

VIGIL MECHANISM:

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate exceptional cases. Details of the Vigil Mechanism policy are made available on the Company's website www.aviphoto.in.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors state that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) 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; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEMS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were operating effectively and no reportable material weakness in the design or operations were observed.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

During this period under the review the provisions of Section 135 of the Companies Act, 2013, related to Corporate Social Responsibility is not applicable to the Company. Hence, your Directors have not constituted the Corporate Social Responsibility (CSR) Committee.

AUDITORS:

M/s. N.K Jalan & Co, Chartered Accountants (Firm Registration No.104019W), Mumbai, were appointed as statutory auditor of the company in the 31st Annual General Meeting of the company held in the year 2020, they are holding office of the auditor upto the conclusion of the 36th Annual General Meeting.

M/s .N.K Jalan & Co, Chartered Accountants (Firm Registration No.104019W) have confirmed that they are not disqualified to continue as the statutory auditor of the Company for the financial year 31.3.2022 in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and their firm is also peer reviewed.

STATUTORY AUDITORS' OBSERVATIONS:

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

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board had re-appointed M/s. Anish Gupta & Associates, Company Secretaries, as Secretarial Auditor for conducting Secretarial Audit of your Company for the financial year 31.03.2022. The Secretarial Audit Report issued by the Secretarial Auditor Mr. Anish Gupta, Partner of M/s. Anish Gupta & Associates, Company Secretaries, for the financial year 31.03.2022 is annexed herewith as "Annexure A" to this report.

SECRETARIAL AUDITORS' OBSERVATIONS:

The Secretarial Auditor of the Company has given unqualified report during the year under review.

CORPORATE GOVERNANCE REPORT:

As per the requirement of SEBI Circular No. SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 No. SEBI/LAD-NRO/GN/2015-16/013 dated September 2, 2015, the listed companies having paid up equity share capital not exceeding Rs. 10 Crores and Net Worth not exceeding Rs. 25 Crores, as on the last day of the previous financial year is not required to comply with the norms of the Corporate Governance Report.

Since, the Paid-Up Equity Share Capital of the Company is Rs. 2,58,45,720/- and Net Worth is of Rs. 4,34,13,766.79 as on Financial Year ending 31st March, 2022, therefore, the provisions relating to Corporate Governance Report are not applicable to the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the Listing Regulations, Management Discussion and Analysis forms a part of this annual report.

EXTRACT OF ANNUAL RETURN:

In terms of the provisions of Section 92 and Section 134 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return is available www.aviphoto.in

RELATED PARTIES TRANSACTIONS:

During FY 2021-2022, all related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large Suitable disclosures as required under AS-18 have been made in the Notes to the financial statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans, advances or guarantees or made investments covered under the provisions of section 186 of the Companies Act, 2013 during the year.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) (of The Companies)Appointment and Remuneration of Managerial Personnel(Rules, 2014 regarding remuneration of Directors, Key Managerial Personnel and other related disclosures is given as "Annexure B" to this report.

Information required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 viz Details of Top ten employees of the company in terms of remuneration drawn during 2021-22 is not applicable as none of the employee is drawing remuneration in excess of the limits specified in the said Rule 5(2).

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting the financial position of the Company which have occurred between ends of the financial year.

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

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

DISCLOSURES REQUIRED UNDER SECTION 22 SEXUAL HARASSMENT OF WOMEN AT WORKPLACE PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company is committed to provide a safe & conducive work environment to its employees and has formulated 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment. Internal Committees have been set up to redress complaint(s) regarding sexual harassment. During the year under review, no case of sexual harassment was reported.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The disclosures to be made under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 by the Company are as under:

(A) Conservation of Energy**(i) The steps taken or impact on conservation of energy:**

Though business operation of the Company is not energy-intensive, the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. The Company has not carried out any business activities during the year.

(ii) Steps taken by the Company for utilizing alternate source of energy.

Apart from above no other steps were taken as the Company has not carried out any business activities during the year.

(iii) The capital investment on energy conservation equipment:

There is no capital investment on energy conservation equipment during the year under review.

(B) Technology Absorption

- (i) The Company has not imported any technology during last three years from the beginning of the financial year. The Company has not incurred any expenditure on Research and Development during the year under review.

FOREIGN EXCHANGE EARNINGS AND OUT-GO:

During the period under review there was no foreign exchange earnings or out flow.

DETAILS OF SUBSIDIARY COMPANIES/JOINT VENTURE:

During the year under review, no Company has become or ceased to be a Subsidiary/Joint Venture/ Associate Company of your Company.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor have reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against your Company by its officers and employees, details of which would need to be mentioned in the Board's Report.

PREVENTION OF INSIDER TRADING:

In January 2015, SEBI notified the SEBI (Prohibition of insider trading) Regulations, 2015 which came into effect from May 15, 2015. Pursuant thereto, the Company has formulated and adopted a new Code for Prevention of Insider Trading. The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Directors and the designated employees have confirmed compliance with the Code.

OTHER DISCLOSURES:

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Your Company has not issued any shares with differential voting.
- Your Company has not issued any sweat equity shares.
- There was no revision in the financial statements.
- There has been no change in the nature of business of your Company.

APPRECIATIONS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

Registered Office:

110, Manish Ind Estate No.4,
Navghar Road Vasai(East),Dist;
Palghar – 410210, Maharashtra.

Place: Vasai
Date: 23rd August 2022

By order of the Board of Directors
For AVI PRODUCTS INDIA LIMITED

Sd/-
Avinash Vora
Chairman
(DIN:02454059)

ANNEXURE A TO DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2022

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

To,

The Members,

AVI PRODUCTS INDIA LIMITED
VASAI (E), DIST: PALGHAR
CIN: L24200MH1989PLC050913

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by AVI Products India Limited (Previously known as AVI Photochem Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 (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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period 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. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable to the Company;
5. The following Regulations and Guidelines, to the extent applicable, prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements)

Regulation, 2015.

6. Other Laws applicable specifically to the Company:

Presently, the company is carrying on trading activities in business in Dental products & Food and Beverages and therefore, no specific law is applicable to the Company. We have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India on meetings of the Board of Directors and General Meeting.
- (b) Listing Agreements entered into by the Company with the Stock Exchange:

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

We have not examined Compliance with applicable Financial Laws, like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial Audit and other designated professionals.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the Board were unanimous, and no dissenting views have been recorded.

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

We further report that during the audit period, the Company has:

- (a) Issued and allotted 15,40,550 Equity Shares of Rs. 10/- each, on preferential basis to the existing promoters and non-promoters.

We further report that in the wake of COVID-19 the MCA and SEBI has provided relaxation and/or extension for the various applicable compliance under SEBI Regulations. Accordingly, the Company has done all compliance pertaining to year ended on March 31, 2022 under relaxation.

Place: Mumbai
Date: 23.08.2022

For Anish Gupta & Associates
Company Secretaries
FRN:I2001MH236100
Sd/-
Anish Gupta
Proprietor
FCS 5733 / CP No. 4092
UDIN NO.:- F005733D000825081

**ANNEXURE B TO THE DIRECTORS' REPORT
DETAILS FOR BOARD REPORT**

**Information required under Section 197 of the Company's Act, 2013, read with Company's
(Appointment and Remuneration of Management Personnel) Rules, 2014**

- A.** Ratio remuneration of each Director to the Median remuneration of all the employees of your Company for the financial year 2021-2022 is as follow:

| Name of the Director | Total Remuneration (Rupees) | Ratio of remuneration of Director to the median remuneration |
|----------------------|-----------------------------|--|
| Avinash D. Vora | Rs. 12,00,000/- | 5.42 |

Notes:

1. The Information provided above us on standalone basis.
2. The aforesaid details are calculated on the basis of remuneration for the financial year 2021-2022.
3. Median remuneration of the Company for all its employees is Rs.2,21,546/- for the financial year 2021-2022.

- B.** Details of percentage increase in remuneration of each Director and CFO & Company Secretary in the financial year 2021-2022.

| Name | Designation | Remuneration (in Rupees) | | Increase |
|------------------------|-------------------------|--------------------------|----------------|----------|
| | | 2021-2022 | 2020-2021 | |
| Avinash D. Vora | Managing Director | Rs.12,00,000/- | Rs.12,00,000/- | 0% |
| Vaishali Rathod | Company Secretary | Rs.1,10,200/- | Rs.1,21,900/- | -9.59% |
| Bijal Yogesh Durgavale | Company Secretary | Rs.23,700/- | -- | N/A |
| Hemali Patel | Chief Financial Officer | Rs.2,83,214/- | Rs.1,27,833/- | 121.55% |

Note: Remuneration to Director within the overall limits approved by the Shareholders.
*Ms. Vaishali Rathod (Resigned dated 14/02/2022) and Ms. Bijal Yogesh Durgavale (Appointed dated 14/02/2022)

- C.** Percentage increase in the median remuneration of all employees in the financial year 2021-2022

| Particulars | 2021-2022(Rs.) | 2020-2021(Rs.) | Increase % |
|--|----------------|----------------|------------|
| Median remuneration of all employees per annum | Rs.221,546/- | Rs. 88,233/- | 151 % |

- D.** Number of permanent employees on the rolls of the Company as on 31st March 2022

| Particular | Number of Employees |
|-------------------|---------------------|
| Executive/Manager | 2 |
| Staff | 4 |
| Total | 6 |

- E.** Comparison of average % increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:

| Particulars | 2021-2022 | 2020-2021 | Increase % |
|---------------------------------|-----------|--------------|------------|
| Average salary of all employees | 1,71,113 | Rs. 88,233/- | 93.93% |
| Key Managerial Personnel: | | | |

| | | | |
|-----------------------------|-----------|----------------|-----|
| Salary of Managing Director | 12,00,000 | Rs.12,00,000/- | 0 % |
| Salary of CS and CFO | 3,93,414 | Rs.2,49,733/- | 58% |

Affirmation that the remuneration paid is as per the Nomination and Remuneration policy of the company.

Registered Office:

110, Manish Ind Estate No.4, Navghar Road
Vasai(East),Dist;
Palghar – 410210

Place: Vasai
Date: 23rd August 2022

By order of the Board of Directors
For AVI PRODUCTS INDIA LIMITED

Sd/-
Avinash Vora
Chairman
(DIN:..02454059)

Management Discussion and Analysis Report

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March, 2022

FORWARD-LOOKING STATEMENTS:

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

INDUSTRY STRUCTURE, DEVELOPMENT:

The Company is operating from 110, Manish Ind Estate No. 4, Navghar Road, Vasai (E), Dist: Palghar- 401210, Maharashtra, India.

PERFORMANCE:

The Company is in the business of trading in Dental and Healthcare products and in the distribution food and beverages products more specifically in Ice Creams and Fast Food, offering Franchisees under the brand IFRUIT. The company is also planning to open a chain of Quick Service Restaurants (QSR) to serve the growing demand of fast food.

Dental & Healthcare Products: The company has now started marketing Indian made endodontic files which is a fast moving product in Dentistry. The high-quality files are now replacing imported files and are proving better in quality and very competitive in price. The price of imported files have increased substantially due to increase in freight charges hence this gives us an opportunity to market local endodontic files. We are using the Digital Marketing platforms to reach end users directly thereby passing on the benefit of by passing dealer margin to the end user.

Ice Cream & Fast Food Franchisee: Our brand of IFRUIT franchisee have reached all corners of the country and more entrepreneurs are seeking the franchisee in medium and smaller cities and towns to enhance their earnings. We have received good leads and interest and are aggressively marketing to potential customers to increase our Franchisee base. More information on Ifruit and products can be viewed on www.ifruit.in.

Quick Service Restaurants: The company will now market QSR to cater to the growing fast food demand in the country. We have goods experience in marketing these type of service and expect good results from this activity.

SEGMENT-WISE PERFORMANCE:

The Company is in the business of distribution of dental and healthcare products and also in the distribution food and beverages products more specifically in Ice Creams and Fast Foods. Both the dental and healthcare segment and the food and beverages segment have shown similar performance trends.

OPPORTUNITIES AND THREATS:

The fundamental growth drivers of the country's economy as well as our Company continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally. We are receiving very positive signs from prospective franchisees of our Food and Beverages business. Also, the dental products business also is in discussion with new companies for onboarding for its distribution platform. There is a substantial growth in the number of leads we are receiving for franchising for our Food and Beverages business. The threats to the segments in which the Company operates are volatility in Exchange rate, pricing pressure arising due to competition from low-cost suppliers, technology up-gradation, severe competition amongst competitors. Although the food and beverages was impacted severely during the COVID-19 pandemic, the company has recovered at a significant rate and plans to expand into a new fast food segments as also opening of chain of QSR restaurants.

MANAGEMENT TEAM:

The existing management has a strong technical and management knowledge and experience in the distribution business. Mr. Avinash Vora, Chairman and Managing Director of the Company is an entrepreneur and is having vast knowledge and expertise in handling various business including the business of the Company. Mr. Vikram Vora, Whole Time Director of the Company and he was a MMS Marketing. Having past experience of working for India's largest private bank, he brings in great value to the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The management is ensuring an effective internal control system to safeguard the assets of the Company. Efforts for continued improvement of internal control system are being consistently made in this regard. The Company has cleared secured bank liability against assets.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The industrial relations with staff and officers are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.



N. K. JALAN & CO.
Chartered Accountants.

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Dadabhai Cross Road No.3,
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Tele: 26210903/26210904.
Mumbai - 400 056.
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E-mail: ca@nkjalan.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

AVI PRODUCTS INDIA LIMITED.

Report on the audit of Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of AVI PRODUCTS INDIA LTD. ("the Company"), which comprise the balance sheet as at 31 March 2022, and the statement of Profit (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 March 31, 2022, and profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our unmodified opinion.

Key Audit Matters

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

We have determined that there are no key audit matters to communicate in our report.

Other information

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the standalone 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 of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Ind AS Financial Statements

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from

error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2020, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and the 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 Indian Accounting

Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

- e) On the basis of the written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, 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, we give our separate Report in "Annexure 2".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has not reported any pending litigations which would impact its financial position. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - ii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iii. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - iv. The company has not declared or paid any dividend during the year.

**FOR N.K. JALAN & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO. 104019W**

Sd/-

**(N.K. JALAN) PROPRIETOR
Membership No. 011878**

**PLACE: MUMBAI
DATED: 30th May, 2022
UDIN: 22011878AMTFVO6341**

Annexure 1 to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets:
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The fixed assets are physically verified by the management according to a phased program designed to cover all the items over a period, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, a portion of the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such physical verification as informed by the management. However, no written report is available.
 - (c) Based on our examination of records and according to the information and explanations given to us, the company does not hold any immovable property and thus clause (i)(c) of the Order is not applicable to the company.
 - (d) Based on our examination of records and according to the information and explanations given to us, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

- (ii) In respect of Inventories:
 - a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for inventory lying with third parties and goods-in-transit. In our opinion, the coverage and procedure of such verification by the management is appropriate and no material discrepancies were noticed.
 - b) The Company has not been sanctioned working capital limits in excess of ` 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

- (iii) In our opinion and according to information and explanations given to us, 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. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

- (iv) As per the information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has not provided or granted any loans, investments, guarantees and securities during the year and thus paragraph 3(iv) of the Order is not applicable to the Company.

- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

- (vi) As per the information and explanations given to us, in respect of the class of industry in which the Company falls, the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, the provisions of clause (Vi) of paragraph 3 of the Order are not applicable to the Company.

- (vii) In respect of statutory dues:

- (a) The company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, Goods and Service Tax, cess and any other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of above dues were in arrears, as at 31 March, 2022 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no dues of income tax, goods and service tax, duty of customs, duty of excise which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanation given to us, the company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961, as income during the year. Accordingly, reporting under clause 3(viii) of the order does not arise.
- (ix) Reporting on Repayment and usage of Borrowings.
- a) According to the information and explanation given to us, the company has not defaulted in repayment of dues to bank / financial institutions. The Company has not taken loan from government or has no dues to debenture holders. Accordingly reporting under clause 3(ix)(a) of the order does not arise.
 - b) According to the information and explanations given to us, the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) According to the information and explanations given to us, the Company has not taken any term loans during the year. Accordingly, reporting under clause 3(ix)(c) of the order is not applicable.
 - d) Based on our examination of records of the Company and according to the information and explanations given to us, the Company did not raise any funds during the year in the nature of loans or advances for short term purpose which were used for the long term purpose. Accordingly, reporting under clause 3(ix)(d) of the order does not arise..
 - e) Based on our examination of records of the Company and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate companies. Accordingly, reporting under clause 3(ix)(e) of the order does not arise.
 - f) According to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries companies. Accordingly, reporting under clause 3(ix)(f) of the order does not arise.
- (x) Reporting on use of money raised through issue of own shares:
- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instrument) or term loans hence reporting under clause 3(x)(a) of the CARO 2020 order is not applicable to Company.
 - b) During the year the company has raised 269.6 Lakhs through preferential allotment of 15,40,550 shares at 17.5 per share face value of Rs. 10 each i.e. at a premium of Rs. 7.5 per share. The Company has complied with the provision of section 42 and 62 of the Companies Act, 2013. As informed by the management funds raised by the issue shall be used for the purpose for which the amount was raised.
- (xi) Reporting on Fraud:
- a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
 - b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government

- c) No whistle blower complaints has been received by the company during the year while determining the nature, timing and extent of audit procedures.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) As per the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) Internal audit.
- a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports of the company, for the year under audit, issued till the date of this audit report.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause (xv)(a), (b) and (c) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) Reporting on Registration u/s 45-IA of RBI Act.
- a) As per the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii). Based on our examination of the records and according to the information and explanation given to us, the Company has not incurred cash losses during the financial year and in the immediately preceding financial year.
- (xviii). There has been no resignation of the statutory auditors of the Company during the year. Accordingly reporting under clause 3(xviii) of the order does not arise.
- (xix). On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx). Reporting on CSR compliance.
- a) Since the Companies net worth is less than five hundred crores rupees, turnover less than one thousand crores rupees and net profit less than five crores rupees during the financial year since the provisions of section 135 of the Act are not applicable to the company, Therefore, the provisions of clause (xx) of paragraph 3 of the Order are not applicable to the Company.

**FOR N.K. JALAN & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO. 104019W**

Sd/-

**PLACE: MUMBAI
DATED: 30th May, 2022
UDIN: 22011878AMTFVO6341**

**(N.K. JALAN) PROPRIETOR
Membership No. 011878**

Annexure 2 to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of AVI PRODUCTS INDIA LIMITED ("the Company") as of 31st March, 2022 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 31st March, 2022, 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 ICAI. Our opinion is not modified in respect of this matter.

**FOR N.K. JALAN & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO. 104019W**

Sd/-

**PLACE: MUMBAI
DATED: 30th May, 2022
UDIN: 22011878AMTFVO6341**

**(N.K. JALAN) PROPRIETOR
Membership No. 011878**

AVI PRODUCTS INDIA LIMITED
(Formerly known as AVI PHOTOCHEM LIMITED)

Balance Sheet as at 31st March, 2022

(Amt in Thousands)

| Particulars | Notes | As at March 31, 2022 | As at March 31, 2021 |
|--|-------|-------------------------|-------------------------|
| | No. | Amt | Amt |
| <u>I. ASSETS</u> | | | |
| (1) Non-current assets | | | |
| (a) Property, Plant and Equipment | 2 | 4,464.93 | 3,714.90 |
| (b) Other Intangible assets | | | |
| (c) Deferred tax assets (net) | 3 | - | - |
| (d) Other non-current assets | 4 | 428.90 | 603.00 |
| Total non current assets | | 4,893.83 | 4,317.90 |
| (2) Current Assets | | | |
| (a) Inventories | 5 | 15,608.39 | 15,536.75 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 6 | 4,071.74 | 4,539.79 |
| (ii) Cash and cash equivalents | 7 | 22,355.98 | 1,371.55 |
| (iii) Loans and Advances | | - | - |
| (c) Other current assets | 8 | 1,019.90 | 927.23 |
| Total current assets | | 43,056.02 | 22,375.32 |
| TOTAL ASSETS | | 47,949.85 | 26,693.22 |
| <u>II. EQUITY AND LIABILITIES</u> | | | |
| (1) Equity | | | |
| (a) Equity share capital | 9 | 25,845.72 | 10,440.22 |
| (b) Other equity | 10 | 17,568.05 | 5,394.45 |
| Total equity | | 43,413.77 | 15,834.67 |
| (2) Non current liabilities | | | |
| (a) Financial liabilities | | - | - |
| (b) Provisions | 11 | - | 105.29 |
| Total non current liabilities | | - | 105.29 |

| | | | |
|--|----|------------------|------------------|
| (3) Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 12 | 200.35 | 5,231.17 |
| (ii) Trade payables | 13 | | |
| Due of micro enterprise and small enterprise | | 27.60 | 77.60 |
| Due of creditor other than micro enterprise and small enterprise | | 1,453.21 | 1,713.82 |
| (b) Other current liabilities | 14 | 2,447.95 | 3,730.67 |
| (c) Current Tax Liabilities | 15 | 406.97 | - |
| Total Current liabilities | | 4,536.08 | 10,753.26 |
| | | | |
| TOTAL EQUITY AND LIABILITIES | | 47,949.85 | 26,693.22 |
| | | | |

As per our report of Even Date

For NK Jalan & Co

Chartered Accountants

Firm Reg No :104019W

sd/-

CA NK Jalan

Proprietor

Mem. No. 011878

Place : Mumbai

Date : 30-May-2022

For AVI PRODUCTS INDIA LIMITED

(Formerly known as AVI PHOTOCHEM LIMITED)

CIN NO. L24200MH1989PLC050913

sd/-

Avinash D. Vora

Managing Director

Din No. 02454059

sd/-

Hemali Patel

Chief Financial Officer

sd/-

Pradeep H Joshi

Director

Din No. 02416091

sd/-

Bijal Durgavale

Company Secretary

AVI PRODUCTS INDIA LIMITED

Statement of Profit and Loss for the year ended March 31, 2022

(Amt in Thousands)

| | | For the Year end March 31, 2022 | For the Year end March 31, 2021 |
|--|------|------------------------------------|------------------------------------|
| | | Amt | Amt |
| Revenue | | | |
| I. Revenue from Operations (Gross) | | | |
| Sale of Goods | 16 | 33,365.98 | 23,825.65 |
| II. Other income | 17 | 342.98 | 1,661.51 |
| III. Total Income (I + II) | | 33,708.96 | 25,487.17 |
| IV. Expenses | | | |
| Purchases | 18 | 20,737.41 | 20,527.21 |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade | 19 | (71.64) | (4,398.34) |
| Employee Benefits Expenses | 20 | 2,826.33 | 2,494.59 |
| Finance Costs | 21 | 486.73 | 512.25 |
| Depreciation and Amortization Expenses | 2 | 441.55 | 484.65 |
| Other Expenses | 22 | 7,723.22 | 5,191.88 |
| Total Expenses (IV) | | 32,143.59 | 24,812.24 |
| V. Profit/(loss) before Tax (III - IV) | | 1,565.37 | 674.93 |
| VI. Tax expense: | | | |
| 1. Current Tax | | 406.97 | 105.29 |
| 2. Deferred Tax | 4 | - | - |
| VII. Profit/(Loss) for the period (V - VI) | | 1,158.40 | 569.64 |
| VIII. Other comprehensive income | | | |
| <u>Items that will not be reclassified to profit or loss</u> | | | |
| Remeasurements of the defined benefit plans | | - | - |
| Income tax on above | | - | - |
| IX. Total comprehensive income for the period (VII + VIII) | | 1,158.40 | 569.64 |
| X. Earnings per equity share | | | |
| Basic and Diluted earnings per share | 23 | 0.65 | 0.55 |
| Notes to Balance Sheet and Statement of Profit and Loss | 1-28 | | |

As per our report of Even Date

For NK Jalan & Co
Chartered Accountants
Firm Reg No :104019W

For AVI PRODUCTS INDIA LIMITED

(Formerly known as AVI PHOTOCHEM LIMITED)
CIN NO. L24200MH1989PLC050913

sd/-

CA NK Jalan
Proprietor
Mem. No. 011878

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Avinash D. Vora
Managing Director
Din No. 02454059

sd/-

Pradeep H Joshi
Director
Din No. 02416091

sd/-

Place : Mumbai
Date : 30-May-2022

Hemali Patel
Chief Financial Officer

sd/-

Bijal Durgavale
Company Secretary

| AVI PRODUCTS INDIA LIMITED | | |
|---|--|--|
| Cash Flow Statement for the year ended 31st March, 2021 | | |
| (Amt in Thousands) | | |
| | For the Year end March 31, 2022 | For the Year end March 31, 2021 |
| | Amt in Rs. | Amt in Rs. |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Profit before tax | 1,565.37 | 674.93 |
| Adjustments to reconcile profit before tax to cash provided by operating activities | | |
| Depreciation and amortisation expense | 441.55 | 484.65 |
| Loss on sale of Fixed Asset | - | 240.06 |
| Interest & Bank Charges Paid | 486.73 | 512.25 |
| Interest on Income Written back | (297.49) | (46.41) |
| Sundry Balance w/off | (460.88) | (1,159.45) |
| Operating Profit before working capital changes & payment of taxes | 1,735.27 | 706.03 |
| Changes in assets and liabilities | | |
| (Increase) / Decrease in Inventory | (71.64) | (4,398.34) |
| (Increase) / Decrease in Trade receivables | 468.05 | (215.97) |
| (Increase) / Decrease in Other non current assets | 174.10 | 1,850.00 |
| (Increase) / Decrease in Other current assets | (92.67) | 272.16 |
| Increase / (Decrease) in Trade Payables | (310.61) | (136.93) |
| Increase / (Decrease) in Other Current Financial Liabilities | - | 228.05 |
| Increase / (Decrease) in Other Current Liabilities | (1,282.72) | 347.68 |
| Cash Generated From Operations | 619.77 | (1,347.34) |
| Income taxes paid | 355.59 | 105.84 |
| NET CASH GENERATED BY OPERATING ACTIVITIES | 975.36 | (1,453.18) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Sale Proceeds from fixed assets | - | 153.00 |
| Interest on income written back | 297.49 | 46.41 |
| Payment towards capital expenditure (Net) | (1,191.57) | (1,477.46) |
| Dividend | - | - |
| NET CASH FLOW FROM /(USED IN) INVESTING ACTIVITIES | (894.08) | (1,278.05) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Interest & Bank Charges Paid | (486.73) | (512.25) |
| Preferential Issue of Shares | 26,959.63 | - |
| Share Issue Expenses | (538.92) | - |
| Increase / (Decrease) in Short term Borrowing | (5,030.82) | 3,132.02 |
| NET CASH FROM/ (USED IN) FINANCING ACTIVITIES | 20,903.16 | 2,619.77 |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | 20,984.44 | (111.45) |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD | 1,371.55 | 1,482.45 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD | 22,355.98 | 1,371.55 |

Chartered Accountants

Firm Reg No :104019W

sd/-

CA NK Jalan

Proprietor

Mem. No. 011878

Place : Mumbai

Date : 30-May-2022

(Formerly known as AVI PHOTOCHEM LIMITED)

CIN NO.

L24200MH1989PLC050913

sd/-

Avinash D. Vora

Managing Director

Din No. 02454059

sd/-

Hemali Patel

Chief Financial Officer

sd/-

Pradeep H Joshi

Director

Din No. 02416091

sd/-

Bijal Durgavale

Company Secretary

Statement of Changes in Equity (SOCIE)

(a) Equity share capital

| Particulars | Note | Amt in Thousands |
|--|------|------------------|
| Balance as at April 1, 2020 | 9 | 10,440.22 |
| Changes in equity share capital during 2019-20 | | |
| Balance as at March 31, 2021 | | 10,440.22 |
| Shares Issued during the year | | 15,405.50 |
| Balance as at March 31, 2022 | | 25,845.72 |

(b) Other equity

| | | Reserves & Surplus (In Thousands) | | |
|---|----|-----------------------------------|------------------|------------------|
| | | Capital Reserve | Surplus | Total |
| Balance at April 1, 2020 | 10 | 2,807.30 | 2,017.51 | 4,824.81 |
| Profit for the year | | - | 569.64 | 569.64 |
| Other comprehensive income for the year | | - | - | - |
| Tax Adjustments of prior years | | - | - | - |
| Balance at March 31, 2021 | | 2,807.30 | 2,587.15 | 5,394.45 |
| Profit for the year | | - | 1,158.40 | 1,158.40 |
| Other comprehensive income for the year | | - | - | - |
| Security Premium on issue of shares | | - | 11,554.13 | 11,554.13 |
| Less: Share Issue Expenses | | - | (538.92) | (538.92) |
| Adjustments relating to prior years | | - | - | - |
| Balance at March 31, 2022 | | 2,807.30 | 14,760.75 | 17,568.05 |

As per our report of Even Date

For NK Jalan & Co

Chartered Accountants
Firm Reg No :104019W

sd/-

CA NK Jalan

Proprietor

Mem. No. 011878

Place : Mumbai

Date : 30-May-2022

For AVI PRODUCTS INDIA LIMITED

(Formerly known as AVI PHOTOCHEM LIMITED)
CIN NO. L24200MH1989PLC050913

sd/-

Avinash D. Vora

Managing Director

Din No. 02454059

sd/-

Hemali Patel

Chief Financial Officer

sd/-

Pradeep H Joshi

Director

Din No. 02416091

sd/-

Bijal Durgavale

Company Secretary

AVI PRODUCT INDIA LIMITED

Accompanying Notes to the Financial Statements for the year ended 31st March, 2022

Company Overview: The Company was incorporated under the Companies Act, 1956 on 7th March, 1989 under the name of AVI PRODUCTS INDIA LIMITED. The Company is domiciled in India and is listed on the BSE Ltd. (BSE) and Metropolitan Stock Exchange of India Ltd (MSEI). The Company's registered office is at 110, Manish Ind Estate No. 4, Navghar Road, Vasai (East), Mumbai, MH 401210. The Company markets Dental Consumables & Machinery through its E-Commerce portal "Dentaldeal.in". Also, the company has ventured into the ice-cream business with its brand IFRUIT. Under IFRUIT, the company is operating an ice-cream business which designs and develops equipment and formats for innovative forms of ice-cream like Rolls ice-creams, Soft serve ice-creams, Hard ice-creams, Gelatos, Sorbets, etc.

Note No. 1: SIGNIFICANT ACCOUNTING POLICIES

(i) **Basis of Preparation of Financial Statements:**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements are presented in Indian Rupees and in thousands and all values are rounded to the nearest two decimals, except when otherwise indicated.

(ii) **Basis of Measurement**

These financial statements are prepared under the historical cost convention unless otherwise indicated

(iii) **Key Estimates and Assumptions**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are as follows:

- Determination of the estimated useful lives of tangible assets and the assessment as to which component of the cost may be capitalized - Note 1(vi).
- Impairment of Property, Plant and Equipment's – Note 2
- Recognition and measurement of defined benefit obligations – Note 1(xiv)
- Recognition of deferred tax assets – Note 1(xvi)
- Fair value of financial instruments – Note 1(v)
- Provisions and Contingent Liabilities – Note 1(xviii)

(iv) **Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):**

The COVID-19 outbreak has developed rapidly in India and across the globe. Measures taken by the Government to contain the virus, like lock-downs and other measures, have affected

economic activity and caused disruption to regular business operations. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of all assets and liabilities including receivables, investments and loans given. While the Management has evaluated and considered the possible impact of COVID-19 pandemic on the financial statements, given the uncertainties around its impact on future economic activity, the impact of the subsequent events is dependent on the circumstances as they evolve.

(v) **Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

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

(vi) **Property plant and equipment (PPE).**

PPE are initially recognized at cost except the assets of the transferor company acquired in the amalgamation which was recognized at book value by the company. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs

and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is provided on a pro-rata basis on Written Down value method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- Assets costing Rs. 5,000 or less are fully depreciated in the year of purchase.

Estimated useful lives by major class of assets are as follows:

| | |
|----------------------|------------|
| Plant and Equipment | – 5 years |
| Motor Vehicles | – 8 years |
| Computers | – 3 years |
| Office Equipment | – 5 years |
| Furniture & Fixtures | – 10 years |

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in profit or loss. Fully depreciated assets still in use are retained in financial statements.

(vii) Non – derivative Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(viii) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage

(ix) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income

(x) **Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

1. An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognized by the Company are measured at the proceeds received net off direct issue cost.

The Company has issued 15,40,550 ordinary shares of Face Value Rs 10 at Rs 17.5 per share for which the company has received total consideration of Rs 2,69,59,625 out of which Rs 1,15,54,125 forms part of Securities Premium of the company. Also the company has received the listing approval vide Exchange Letter No. LOD/PREF/VJ/FIP/1618/2021-22 dated November 1, 2021.

Off setting of financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(xi) **Impairments of Non-financial assets**

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset

When there is indication that an impairment loss recognized for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

(xii) **Inventories:**

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(xiii) **Revenue recognition**

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflect the consideration which the company expects to receive in exchange for those products or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discount, price concessions and incentives, if any as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably.

(xiv) **Employee benefits**

Short-Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

Defined benefit plans

The Company also provides for retirement benefits in the form of gratuity, compensated absences and medical benefits to the employees.

Post Employment Benefits

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Statement of Profit and Loss as they fall due.

Terminal Benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

(xv) **Borrowing costs**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognized as an expense in the period in which they are incurred

(xvi) **Taxes on Income**

Income tax expense comprises current and deferred tax and is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date

Deferred Tax

Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognized only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible

temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority

As per the conservative accounting policy followed by the company, Defferred Tax Assets has not been recognized in the Balance sheet during the year.

(xvii) Accounting for provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable

(xviii) Earnings per share

Basic Earnings per share is calculated by dividing the net profit / (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. The Company did not have any potentially dilutive securities in any of the year presented.

AVI PRODUCTS INDIA LIMITED

Notes to financial statements for the year ended 31st March, 2022

Note 2 : Property, plant and equipment

| Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2022: | | | | | | | | (Amt in Thousands) |
|---|-------------------|-----------------|--|-----------------|--------------------------|-----------------------|--------------|--------------------|
| DESCRIPTION | Plant & Machinery | Air Conditioner | Furniture & Fixtures & Interior Decoration | Motor Car | Computers and Television | Electric Installation | Sign Board | TOTAL |
| Cost as at April 1, 2021 | 688.89 | 85.77 | 2,199.96 | 2,173.41 | 765.01 | 477.11 | 92.49 | 6,482.74 |
| Additions | - | - | 855.71 | - | 100.45 | 235.41 | | 1,191.57 |
| Deletions | - | - | - | | | | | - |
| Cost as at March 31, 2022 (A) | 688.89 | 85.77 | 3,055.67 | 2,173.41 | 865.46 | 712.52 | 92.49 | 7,674.31 |
| Accumulated depreciation as at April 1, 2021 | 207.13 | 45.75 | 1,196.53 | 283.62 | 743.48 | 198.75 | 92.49 | 2,767.83 |
| Depreciation for the current period | 45.77 | 4.75 | 154.71 | 179.53 | 14.00 | 42.79 | | 441.55 |
| Deletions | - | - | - | - | - | - | - | - |
| Accumulated depreciation as at March 31, 2022 (B) | 252.89 | 50.50 | 1,351.24 | 463.15 | 757.47 | 241.53 | 92.49 | 3,209.38 |
| Net carrying amount as at March 31, 2022 (A) - (B) | 436.00 | 35.26 | 1,704.43 | 1,710.26 | 107.99 | 470.99 | - | 4,464.93 |
| Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2021: | | | | | | | | |
| Cost as at April 1, 2020 | 565.93 | 85.77 | 2,199.96 | 1,119.78 | 765.01 | 446.11 | 215.69 | 5,398.34 |
| Additions | 122.97 | - | - | 1,323.49 | - | 31.00 | - | 1,477.46 |
| Deletions* | - | - | - | 269.86 | - | - | 123.20 | 393.06 |
| Cost as at March 31, 2021 (A) | 688.89 | 85.77 | 2,199.96 | 2,173.41 | 765.01 | 477.11 | 92.49 | 6,482.74 |
| Accumulated depreciation as at April 1, 2020 | 149.47 | 35.56 | 935.18 | 226.70 | 710.21 | 145.00 | 92.49 | 2,294.69 |
| Depreciation for the current period | 57.66 | 10.19 | 261.36 | 56.92 | 33.26 | 53.75 | - | 473.14 |
| Deletions | - | - | - | - | - | - | - | - |
| Accumulated depreciation as at March 31, 2021 (B) | 207.13 | 45.75 | 1,196.53 | 283.62 | 743.48 | 198.75 | 92.49 | 2,767.83 |
| Net carrying amount as at March 31, 2021 (A) - (B) | 481.77 | 40.02 | 1,003.43 | 1,889.79 | 21.54 | 278.37 | - | 3,714.90 |
| Notes: 1) The Valuation of Fixed Assets has been taken, valued and certified by the managing director of the company | | | | | | | | |
| 2)The management has reviewed the carrying values of the Property Plant and Equipment at the year end and it is concluded that nothing has been related to Impairment of Assets | | | | | | | | |

AVI PRODUCTS INDIA LIMITED

Notes to financial statements for the year ended 31st March, 2022

| Particulars | (Amt in Thousands) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2022 | As at March 31, 2021 |
| | Amt | Amt |
| Note 3 : Deferred tax Liabilities/ Assets (Net) | | |
| (A) Deferred Tax Liability on Depreciation: | | |
| (a) WDV As Per Companies Act (excluding land) | 4,464.93 | 3,714.90 |
| (b) WDV As Per Income Tax Act | 4,689.77 | 4,078.15 |
| Difference | (224.84) | (363.24) |
| Deferred Tax Asset @ 25.17% | (56.59) | (91.43) |
| (B) Deferred Tax Asset on Losses: | - | - |
| Net Deferred Tax Asset (A+ B) | (56.59) | (91.43) |
| Net Deferred tax Assets Recognised in Balance Sheet | Nil | Nil |

Note: As per conservative accounting policy followed by the company, Defferred Tax Assets has not been recognised in the Balance sheet during the year.

| Note 4 : Other non-current assets | | |
|---|---------------|---------------|
| | Amt | Amt |
| Security Deposits | 279.00 | 388.00 |
| Shares in cosmos bank | 29.90 | 29.90 |
| Bank deposits with more than 12 months maturity | 120.00 | 120.00 |
| Others (EMD) | - | 65.10 |
| | 428.90 | 603.00 |

| Note 5 : Inventories | | |
|--|------------------|------------------|
| | Amt | Amt |
| Traded goods | 15,608.39 | 15,536.75 |
| (As certified and valued by the management) | | |
| | 15,608.39 | 15,536.75 |

| Note 6 : Trade and other receivables | | |
|---|-----------------|-----------------|
| | Amt | Amt |
| Trade Receivables | | |
| Unsecured, considered good | 4,071.74 | 4,539.79 |
| Less: Provision for doubtful debts | | - |
| | 4,071.74 | 4,539.79 |

Trade Receivables Ageing Schedule:

As at March, 2022

| | Outstanding for following periods from due date of payment | | | | | |
|---|--|-------------------|-----------|-----------|-------------------|-----------------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 3,452.06 | 619.68 | - | - | - | 4,071.74 |
| (ii) Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables considered good | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables considered doubtful | - | - | - | - | - | - |
| Total | 3,452 | 619.68 | - | - | - | 4,071.74 |

As at March, 2021

| | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|-------------------|-----------|-----------|-------------------|-----------------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 3,389.14 | 1,150.65 | - | - | - | 4,539.79 |
| (ii) Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables considered good | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables considered doubtful | - | - | - | - | - | - |
| Total | 3,389.14 | 1,150.65 | - | - | - | 4,539.79 |

Note: Balance of Debtors are subject to Confirmation and/ or reconciliation/ consequential adjustments if any.

Note 7 : Cash and cash equivalents

| | Amt | Amt |
|---------------------------------------|------------------|-----------------|
| Cash in hand | 331.42 | 115.33 |
| Balance with banks | - | - |
| - Current Accounts and Fixed Deposits | 22,024.56 | 1,256.22 |
| | 22,355.98 | 1,371.55 |

Note 8 : Other Current Assets

| | Amt | Amt |
|-----------------------------|-----------------|---------------|
| Income Taxes Net | 353.66 | 554.35 |
| Advance To Vendors | 400.00 | - |
| Prepaid Expenses | - | 372.88 |
| Bank FD Interest Receivable | 266.24 | - |
| | 1,019.90 | 927.23 |

Note: Balances of Loans and Advances are subject to confirmation and/ or Reconciliation/ consequential adjustments if any

Note 9 : Share capital

a. Details of authorised, issued and subscribed share capital

| Particulars | 31-Mar-22 | 31-Mar-21 |
|---|-----------|-----------|
| Authorised Capital | | |
| Equity shares of Rs 10 each | 35,000.00 | 35,000.00 |
| Issued, Subscribed and fully Paid up | | |
| Equity shares of Rs 10 each | 25,845.72 | 1,044.02 |
| Less: Calls in arrears | - | - |
| Issued, Subscribed and fully Paid up | 25,845.72 | 1,044.02 |

b. Reconciliation of number of shares at the beginning and at the end of the year

| | 31-Mar-22 | | 31-Mar-21 | |
|---|---------------|-----------|---------------|-----------|
| | No. of shares | Amt | No. of shares | Amt |
| Shares outstanding at the beginning of the year | 10,44,022 | 10,440.22 | 10,44,022 | 10,440.22 |
| Add: Shares issued during the year | 15,40,550 | 15,405.50 | - | - |
| | 25,84,572 | 25,845.72 | 10,44,022 | 10,440.22 |
| Less: Calls in Arrears | - | - | - | - |
| Shares outstanding at the end of the year | 25,84,572 | 25,845.72 | 10,44,022 | 10,440.22 |

c. Particulars of shareholders holding more than 5% of shares held

| | 31-Mar-22 | | 31-Mar-21 | |
|-----------------|---------------|------------|---------------|------------|
| | No. of shares | Percentage | No. of shares | Percentage |
| Avinash D. Vora | 1,98,615 | 7.68% | 1,05,465 | 10.10% |
| Daksha A Vora | 1,32,340 | 5.12% | 47,340 | 4.53% |
| Vikram A Vora | 1,42,563 | 5.52% | 52,563 | 5.03% |
| Parth A Vora | 1,44,573 | 5.59% | 54,573 | 5.23% |
| Meena | 2,50,000 | 9.67% | - | 0.00% |
| Total | 8,68,091 | 33.59% | 2,59,941 | 24.90% |

d. The company has only one class of shares referred to as equity shares having a par value of Rs 10/- each. Each holder of equity shares is entitled to one vote per share.

e. Disclosure of Shareholding Pattern of Promoters:

| Shares held by promoters at the end of the year | | | | | |
|---|----------------|---------------|---------------------------------|---------------------------------|--------|
| S. No | Promoter name | No. of Shares | % of Total Shares FY 2021-22 | % of Total Shares FY 2020-21 | |
| 1 | Avinash D Vora | 1,98,615 | 7.68% | 10.10% | -2.42% |
| 2 | Daksha A Vora | 1,32,340 | 5.12% | 4.53% | 0.59% |
| 3 | Vikram A Vora | 1,42,563 | 5.52% | 5.03% | 0.48% |
| 4 | Parth A Vora | 1,44,573 | 5.59% | 5.23% | 0.37% |
| | Total | 6,18,091 | 23.91% | 24.90% | |

| Note 10 : Other Equity (Refer statement for change in equity for individual items) | (Amt in Thousands) | |
|---|-----------------------|-----------------|
| | Amt | Amt |
| Capital Reserves | 2,807.30 | 2,807.30 |
| Retained Earnings | 14,760.75 | 2,587.15 |
| | 17,568.05 | 5,394.45 |

Note 11 : Provision

| | Amt | Amt |
|---------------------------------|-----|---------------|
| Provision for Tax (F.Y 2020-21) | - | 105.29 |
| | - | 105.29 |

Note 12 : Current Financial Liabilities - Borrowings

| | Amt | Amt |
|------------------------------|---------------|-----------------|
| Secured Borrowings from Bank | | |
| - Bank OD | (560.20) | 4,187.14 |
| - Corporate Credit Card* | (17.28) | 51.42 |
| - Car Loan | 777.83 | 992.61 |
| | 200.35 | 5,231.17 |

Note:

- 1) The Car Loan appearing in the financials is registered in the name of director of the company. However the same is been utilised for business purposes by the company utilised for business purposes by the company. Car Loan is secured by hypothecation of Car & Personal Guarantee of the Director.
- 2) The company has made excess payment in Bank Overdraft
- 3) The Company has availed credit facility under MFA and the limit of credit facility(ies) availed is Rs 50,00,000**
 - * There is excess payment in ICICI Bank Corporate Credit Card
 - ** The credit facility is hypothecated against Stock in Trade, Book Debts and Receivables. Further Margin of 25% is kept on both Stock and Book Debts

Note 13 : Trade Payables

| | Amt | Amt |
|--|-----------------|-----------------|
| Due of micro enterprise and small enterprise | 27.60 | 77.60 |
| Due of creditor other than micro enterprise and small enterprise | 1453.21 | 1713.82 |
| | 1,480.81 | 1,791.42 |

Trade Payables Ageing Schedule

AS AT MARCH 2022

| | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 27.60 | - | - | - | 27.60 |
| (ii) Others | 1,453.21 | - | - | - | 1,453.21 |
| (iii) Disputed Dues - SME | - | - | - | - | - |
| (iv) Disputed Dues - Others | - | - | - | - | - |
| Total | 1,480.81 | - | - | - | 1,480.81 |

AS AT MARCH 2021

| | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 77.60 | - | - | - | 77.60 |
| (ii) Others | 1,713.82 | - | - | - | 1,713.82 |
| (iii) Disputed Dues - MSME | - | - | - | - | - |
| (iv) Disputed Dues - Others | - | - | - | - | - |
| Total | 1,791.42 | - | - | - | 1,791.42 |

Note (a) The Company has dues to micro and small enterprises during the year ended 31/03/22. This information is required to be disclosed under Micro, Small & Medium Enterprises Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

(A) Total outstanding dues of micro enterprises and small enterprises is Rs 27,600

(B) Total outstanding dues of creditors other than micro enterprises and small enterprises is Rs 14,53,210/-

(C) Total outstanding dues of creditors other than micro enterprises and small enterprises includes payable for expenses Rs 1,12,833/-

Note (b) Balance of Creditors are subject to confirmation and/or Reconciliation/consequential adjustments if any.

| Note 14 : Other Current Liabilities | Amt | Amt |
|--|-----------------|-----------------|
| Salaries and Reimbursement Payable | - | - |
| Statutory Dues Payable | 525.26 | 50.23 |
| Advances from customers | 1,922.69 | 3,586.06 |
| Utilities Payable | - | 6.27 |
| | - | 88.12 |
| | 2,447.95 | 3,730.67 |

Note 15 : Current Tax Liabilities

| | Amt | Amt |
|-------------------|------------|------------|
| Provision for Tax | 406.97 | - |

| | | |
|--|--------|---|
| | 406.97 | - |
|--|--------|---|

AVI PRODUCTS INDIA LIMITED

Notes to financial statements for the year ended 31st March, 2022

| | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|---|--|--|
| Note 16 : Sale of Goods | - | |
| Sale of products | 33,365.98 | 23,825.65 |
| | 33,365.98 | 23,825.65 |
| Note 17 : Other Income | - | |
| Miscellaneous Income | 44.48 | 1,609.14 |
| Interest Income | 297.49 | 46.41 |
| Other Non-Operating Income | 1.01 | 5.96 |
| | 342.98 | 1,661.51 |
| Note 18 : Purchases | - | |
| Purchase of goods | 20,737.41 | 20,527.21 |
| | 20,737.41 | 20,527.21 |
| Note 19 | | |
| Changes in inventories of finished goods | | |
| Opening Stock : | 15,536.75 | 11,138.41 |
| Less: | | |
| Closing Stock: | 15,608.39 | 15,536.75 |
| Closing Stock of Goods | | |
| | (71.64) | (4,398.34) |
| Note 20 : Employee benefit expense | - | |
| Salaries, wages and bonus | 1,425.31 | 1,238.10 |
| Director`s Remuneration | 1,200.00 | 1,200.00 |
| Staff welfare expenses | 201.02 | 56.48 |
| | 2,826.33 | 2,494.59 |
| Note 21 : Finance Cost | - | |
| Other Borrowing Costs (includes bank charges, etc.) | 146.89 | 334.81 |
| Interest | 339.84 | 177.45 |
| | 486.73 | 512.25 |

AVI PRODUCTS INDIA LIMITED
Notes to financial statements for the year ended 31st March, 2022

| Particulars | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|---|--------------------------------------|--------------------------------------|
| Note 22 : Other Expenses | | |
| Advertising Expenses | 1,209.43 | 294.79 |
| AGM Expenses | 35.00 | 61.16 |
| Amazon Charges | 430.82 | 308.21 |
| Audit Fees | 60.00 | 60.00 |
| Brokerage & Commission | 566.46 | 235.39 |
| Bad Debts Written off | 460.88 | - |
| Conveyance and Tours Travel | 189.92 | 467.12 |
| Discount | - | 1.18 |
| Electricity Expenses | 84.85 | 44.45 |
| Exchange Gain/Loss | 5.01 | 15.91 |
| General Expenses | 338.11 | 207.70 |
| Insurance Expenses | 73.96 | 55.00 |
| Payment Charges | 9.47 | 53.90 |
| Listing Fees | 300.00 | 300.00 |
| Loss on Sale of Assets | - | 240.06 |
| Motor car Expenses | 38.37 | - |
| FSSAI License Fees | 9.02 | - |
| Office Expenses | 159.52 | - |
| Postage, Courier & Telegraph | 485.88 | 360.46 |
| Printing & Stationery | 236.50 | 270.57 |
| Professional Fees | 542.72 | 176.75 |
| Registrar and Transfer Agent Fees | 468.46 | 97.02 |
| Rent | 961.02 | 931.58 |
| Repair & Maint. Exp. | 155.25 | 185.50 |
| ROC Filing Fees & Penalty | 4.91 | 37.67 |
| Custodian charges | 30.00 | 28.00 |
| Telephone & Internet Expenses | 174.29 | 135.44 |
| Training and Installation at Franchise Shop | 323.73 | 290.43 |
| Transport Charges | 155.96 | 135.34 |
| Water Expenses | - | 33.06 |
| Warehouse Charges | 86.40 | 29.16 |
| Website, Software and Computer Exp | 117.99 | 122.35 |
| Society Maintenance | 9.32 | - |
| Sundry Balances w/off | - | 13.67 |
| Total | 7,723.22 | 5,191.88 |

AVI PRODUCTS INDIA LIMITED

Notes to financial statements for the year ended 31st March,
2022

Note 23. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of Equity shares outstanding during the year and the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

(Figures in Thousands)

| Particulars | March 31, 2022 | March 31, 2021 |
|--|-------------------|------------------|
| i. Profit attributable to equity holders | | |
| Profit attributable to equity holders of the parent for basic and diluted EPS | 1,158.40 | 569.64 |
| | 1,158.40 | 569.64 |
| Issued ordinary shares | 10,440.22 | 10,440.22 |
| Add/(Less): Effect of shares issued/ (bought back) | 7,702.75 | - |
| Weighted average number of shares at March 31 for basic and diluted EPS | 18,142.97 | 10,440.22 |
| ii. Basic and diluted earnings per share (Rs) | 0.65 | 0.55 |

Note 24 Financial instruments – Fair values and risk management

(a) Financial Risk Management

The Company's business activities are exposed to financial risks, namely Credit risk, Liquidity risk. The Company's Senior Management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The audit committee oversees how Management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes, if require an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

ii. Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

iii. Liquidity risk

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

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents

AVI PRODUCTS INDIA LIMITED

Notes to financial statements for the year ended 31st March, 2022

(b) Financial assets and liabilities

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on 31st March 2021 are presented below .

| | | | | | | (Amt in Thousands) | | | |
|--------------------------------------|----------|-------|--------|------------------|------------------|--------------------|---------|---------|-------|
| Carrying amount | | | | | | Fair value | | | |
| March 31, 2022 | Note No. | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Non-Current Financial assets | | | | | | | | | |
| Other Investments | | - | - | - | - | - | - | - | - |
| Current Financial assets | | | | | | | | | |
| Trade receivables | 6 | - | - | 4,071.74 | 4,071.74 | - | - | - | - |
| Cash and cash equivalents | 7 | - | - | 22,355.98 | 22,355.98 | - | - | - | - |
| Loans & Advances | | - | - | - | - | - | - | - | - |
| | | - | - | 26,427.72 | 26,427.72 | - | - | - | - |
| Current Financial liabilities | | | | | - | | | | - |
| Borrowings | 12 | - | - | 200.35 | 200.35 | - | - | - | - |
| Trade payables | 13 | - | - | 1,480.81 | 1,480.81 | - | - | - | - |
| Other current financial liabilities | | - | - | - | - | - | - | - | - |
| | | - | - | 1,681.16 | 1,681.16 | - | - | - | - |

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on 31st March 2021 are presented below .

| | | | | | | (Amt in Thousands) | | | |
|--------------------------------------|----------|-------|--------|-----------------|-----------------|--------------------|---------|---------|-------|
| Carrying amount | | | | | | Fair value | | | |
| March 31, 2021 | Note No. | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Non-Current Financial assets | | | | | | | | | |
| Other Investments | | - | - | - | - | - | - | - | - |
| Current Financial assets | | | | | | | | | |
| Trade receivables | 6 | - | - | 4,539.79 | 4,539.79 | - | - | - | - |
| Cash and cash equivalents | 7 | - | - | 1,371.55 | 1,371.55 | - | - | - | - |
| Loans & Advances | | - | - | - | - | - | - | - | - |
| | | - | - | 5,911.33 | 5,911.33 | - | - | - | - |
| Current Financial liabilities | | | | | - | | | | - |
| Borrowings | 12 | - | - | 5,231.17 | 5,231.17 | - | - | - | - |
| Trade payables | 13 | - | - | 1,791.42 | 1,791.42 | - | - | - | - |
| Other current financial liabilities | | - | - | - | - | - | - | - | - |
| | | - | - | 7,022.59 | 7,022.59 | - | - | - | - |

AVI PRODUCTS INDIA LIMITED

Notes to financial statements for the year ended 31st March, 2022

Note 25 Capital Management

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using Adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances

| Particular | (Amt in Thousands) | |
|--|----------------------|----------------------|
| | As at March 31, 2022 | As at March 31, 2021 |
| Non- Current borrowing | - | - |
| Current borrowings | 200.35 | 5,231.17 |
| Current maturity of long term debt | - | - |
| Gross debt | 200.35 | 5,231.17 |
| Less : Cash and cash equivalents | 22,355.98 | 1,371.55 |
| Less : Other bank balances | - | - |
| Adjusted net debt | (22,155.64) | 3,859.62 |
| Total Equity | 43,413.77 | 15,834.67 |
| Adjusted Net debt to Equity ratio | (0.51) | 0.24 |

Note 26: Financial Ratios

| Particulars | Numerator | Denominator | Ratio |
|----------------------------------|--------------------------------------|--------------------------------|--------|
| Current Ratio | Current Assets | Current Liabilities | 9.49 |
| Debt-Equity Ratio | Total Debt | Shareholder's Equity | 0.0046 |
| Debt Service Coverage Ratio | Earnings Available for Debt Services | Interest + Instalments | 2.22 |
| Return on Equity Ratio | (NPAT - Preference Dividend) | Equity Shareholders Fund * 100 | 2.67% |
| Trade Receivables turnover ratio | Net Credit Sales | Average Accounts Receivable | 16.39 |
| Trade payables turnover ratio | Net Credit Purchases | Average Accounts Payable | 14.14 |
| Net capital turnover ratio | Sales | Net Assets | 0.77 |
| Net profit ratio | Net Profit | Sales * 100 | 3.47% |
| Return on Capital employed | EBIT | Capital Employed * 100 | 4.71% |
| Return on investment | Return or Profit | Investments * 100 | 1.49% |

Note 27: Related Party Information

1. Relationships

1 Promoter/Key Management Personnel and their Relatives/ Directors:

| Name of the Person | Type of Relation |
|---|------------------------------|
| Avinash Dhirajlal Vora | Chairman & Managing Director |
| Vikram Avinash Vora (Ceased to serve as Director w.e.f 14.02.2022) | Whole time Director |
| Parth Avinash Vora | Promoter/ Shareholder |
| Healix Health Care Pvt Ltd | Associate Company |
| Daksha Nilesh Vora | Independent Women Director |
| Daksha Avinash Vora | Promoter/ Shareholder |
| Vaishali Rathod (Ceased to serve as CS w.e.f 14.02.2022) | Company Secretary |
| Hemali Patel | Chief Financial Officer |
| Bijal Durgavale (appointed w.e.f 14.02.2022) | Company Secretary |
| Pradeep Himatlal Joshi | Executive Director |
| Pradeep Gaurishankar Kumar | Independent Director |

Note: Related Party Relationships are as identified by the management and relied upon by the auditors.

(Amt in Thousands)

2. Amount (Rs) involved for parties referred in 1

| Nature of Transactions | Referred in | |
|-------------------------------|--------------------|-------------------|
| | 1(a) | |
| | 31-03-2022 | 31-03-2021 |
| Director Remuneration | 1,200.00 | 1,200.00 |
| Remuneration to other KMP | 410.11 | 156.03 |
| Reimbursement of Expenses | 250.89 | - |
| Rent Paid to Directors | 360.00 | 180.00 |
| Purchases | 10,939.21 | - |

3. Related Party Balances as on 31-03-2022

There is no amount due to the company or by the company to any related party as on 31st March, 2022

Note 28: Micro and Small Enterprises

| Particulars | (Amt in Thousands) | |
|---------------------------------------|------------------------|------------------------|
| | As at 31st March, 2022 | As at 31st March, 2021 |
| Amount due to Vendor | 27.60 | 77.60 |
| Interest due and payable for the year | - | - |
| Interest accrued and remaining unpaid | - | - |
| Total | 27.60 | 77.60 |

Note 29: The Company has presented Segment Information in the Financial Statements which are presented in the Financial Report.

Note 30: There are no Significant subsequent events that would require adjustments or disclosures in the Financial Statements.

Note 31: Previous year's figures have been regrouped / rearranged wherever necessary, so as to make them comparable with those of the current year.

| | | |
|---|---|---|
| As per our report of Even Date For NK Jalan & Co Chartered Accountants Firm Reg No :104019W sd/- _____ CA NK Jalan Proprietor Mem. No. 011878 | For AVI PRODUCTS INDIA LIMITED (Formerly known as AVI PHOTOCHEM LIMITED) CIN NO. L24200MH1989PLC050913 sd/- _____ Avinash D. Vora Managing Director (DIN No. 00650784) | sd/- _____ Pradeep H Joshi Director Din No. 02416091 |
| Place : Mumbai Date : 30-May-2022 | sd/- _____ Hemali Patel Chief Financial Officer | sd/- _____ Bijal Durgavale Company Secretary |

Segment Wise Revenue, Results, Assets & Liabilities

(Amt in Thousands)

| Particulars | For the Year end March 31, 2022 | For the Year end March 31, 2021 |
|---|--|--|
| Segment Revenue | | |
| i) Ecommerce and Trading | 19,361 | 14,863 |
| ii) Food and Beverages | 14,005 | 10,624 |
| Total Segment Revenue | 33,366 | 25,487 |
| Segment results Profit/(loss) before finance costs and tax from each Segment | | |
| i) Ecommerce and Trading | 1,191 | 658 |
| ii) Food and Beverages | 861 | 529 |
| Total Profit/(Loss)before Finance Cost & Tax | 2,052 | 1,187 |
| Less: Finance Cost | 487 | 512 |
| Total Profit/(Loss) before Tax | 1,565 | 675 |
| Segment Assets | | |
| i) Ecommerce and Trading | 27,822.93 | 15,567 |
| ii) Food and Beverages | 20,126.92 | 11,127 |
| Total Assets | 47,950 | 26,693 |
| Segment Liabilities | | |
| i) Ecommerce and Trading | 2,632 | 6,332 |
| ii) Food and Beverages | 1,904 | 4,526 |
| Total Liabilities | 4,536 | 10,859 |
| Capital Employed | | |
| i) Ecommerce and Trading | 25,191 | 9,234 |
| ii) Food and Beverages | 18,223 | 6,600 |
| Total Capital Employed | 43,414 | 15,835 |
| Total Equity & Liabilities | 47,950 | 26,693 |

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AVI PRODUCTS INDIA LIMITED

(Formerly known as AVI PHOTOCHEM LIMITED)

(CIN No. L24200MH1989PLC050913)

Regd Office: 110, Manish Ind Est No. 4, Navghar Rd, Vasai (E), Dist: Palghar-401210, Maharashtra India

Phone No: 0250 2397373 Email id: aviphotochem@gmail.com, Website: www.aviphoto.in