

SUMMARY OF PROCEEDINGS OF AGM

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are furnishing hereunder the proceedings of 34th Annual General Meeting of the Company:

Details of the Agenda:

1. To receive, consider and adopt the Audited Balance Sheet and Profit and Loss Account for the Year ended 31st March, 2019 and the Reports of Directors' and Auditors' thereon.
Mode of voting: Remote E-Voting & Physical Ballot at the AGM venue
2. To appoint Mr. Samir Harakhchand Shah as a Director, who retires by rotation and being eligible offers himself for re-appointment.
Mode of voting: Remote E-Voting & Physical Ballot at the AGM venue
3. To ratify appointment of M/s. Vivekanandan Associates, Chartered Accountants, Chennai as Statutory Auditors of the Company.
Mode of voting: Remote E-Voting & Physical Ballot at the AGM venue
4. To appoint Mr. Parthasarathy Sethuraman as an Independent Director of the Company.
Mode of voting: Remote E-Voting & Physical Ballot at the AGM venue
5. To appoint Mrs. Virginie Bompail as an Independent Director of the Company.
Mode of voting: Remote E-Voting & Physical Ballot at the AGM venue

Aforesaid all 5 Resolutions were Ordinary Resolutions and were passed through Remote E- voting & Physical Ballot at the AGM venue with requisite majority.

Meeting commenced at 10.30 a.m. and concluded at 11.15 a.m.

For Advent Computer Services Limited


Michael Arul
Chairman & Managing Director





**34th
ANNUAL REPORT
2019**

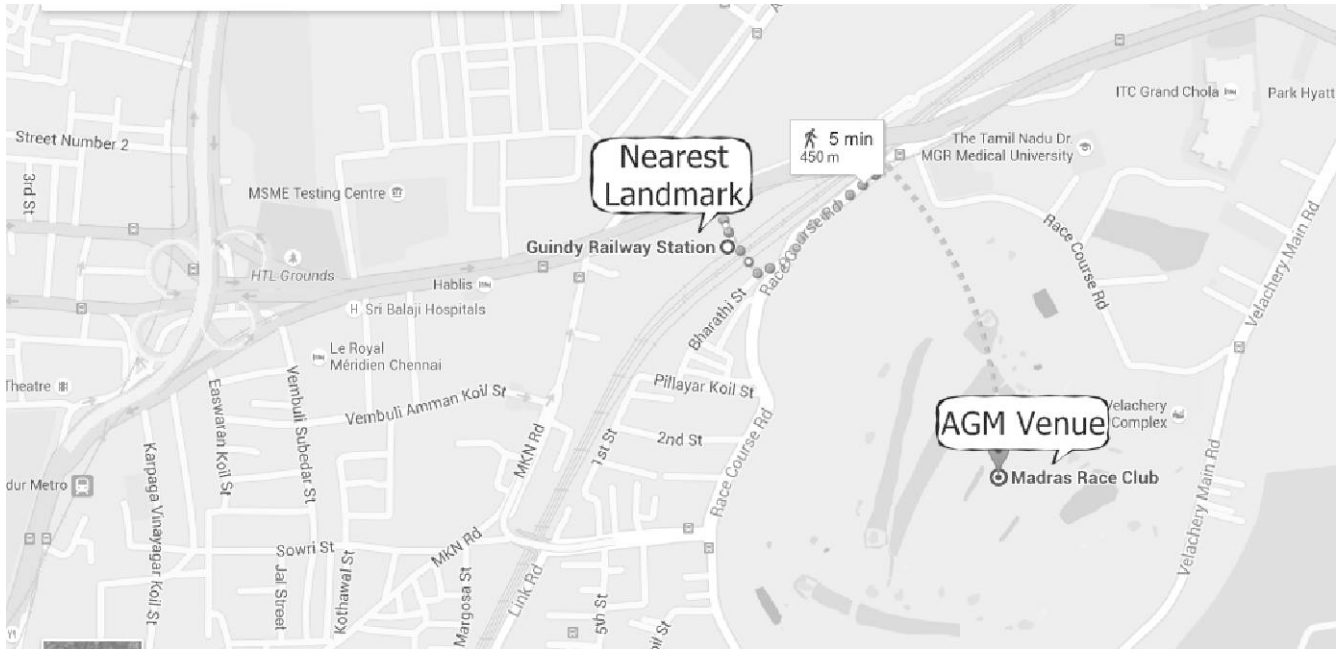
ADVENT COMPUTER SERVICES LIMITED

ROUTE MAP

Venue:

Madras Race Club, Race Course Road, Opposite Guindy Railway Station, Guindy, Chennai, Tamil Nadu 600032.

Nearest Landmark: Guindy Railway Station (5 mins walking)



34th ANNUAL GENERAL MEETING

Date : 27th September, 2019
 Day : Friday
 Time : 10.30 A.M.
 Place : Madras Race Club, Race Course Road,
 Opp. Guindy Railway Station, Guindy,
 Chennai- 600032.

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BOARD OF DIRECTORS

Mr. Michael Arul (DIN 00885978)
 Mr. Shaji John Abraham (DIN 01454398)
 Mr. Shree Kumar Narayan (DIN 07438879)
 Mr. Samir Harakhchand Shah (DIN 05192199)
 Mrs. Kavitha (DIN 07929620)
 Mr. Parthasarathy Sethuraman (DIN 08278159)
 Mrs. Virginie Bompoil (DIN 08104837)

Chairman & Managing Director
 Independent Director
 Independent Director
 Non – Independent Director
 Independent Director
 Additional Director (Appointed on 13.11.2018)
 Additional Director (Appointed on 13.11.2018)

KEY MANAGERIAL PERSONNEL

Mr. Vishal Desai (Appointed on 01.06.2018)
 Mr. K. S. Govindarajan (Resigned on 31.10.2018)
 Mr. Rahul Jain (Appointed on 13.11.2018)

Company Secretary & Compliance Officer
 Chief Financial Officer (CFO)
 Chief Financial Officer (CFO)

STATUTORY AUDITORS

VIVEKANANDAN ASSOCIATES
 Chartered Accountants
 Ground Floor, Murugesanicker
 Office Complex, 81, Greaves Road,
 Chennai -600 006.

BANKERS

Canara Bank, G.P. Road, Chennai
 Deutsche Bank, Chennai

REGD. OFFICE & WORKS

Swathi Towers, K22, 7th Floor, 5&7,
 Durgabai Deshmukh Road, R.A. Puram,
 Chennai – 600 028.
 Tel: 044- 45580095
 Email: compliance.officer@adventcomputer.in
 Website: www.adventcomputer.in
 CIN: L33111TN1984PLC010675

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.
 1st Floor, Bharat Tin Works Bldg,
 Opp. Vasant Oasis, Makwana Road, Marol,
 Andheri (E), Mumbai -400059
 Tel: 022-40430200 / 022-62638200
 Fax: 022-62638299
 Email: info@bigshareonline.com

NOTICE

Notice is hereby given that the Thirty Forth Annual General Meeting of the members of Advent Computer Services Limited will be held on Friday, the 27th September, 2019 at 10.30 a.m. at Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Profit and Loss Account for the Year ended 31st March, 2019 and the Reports of Directors' and Auditors' thereon.
2. To appoint Mr. Samir Harakhchand Shah (DIN 05192199), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“Resolved That pursuant to provisions of Section 152 of the Companies Act, 2013, Mr. Samir Harakhchand Shah (DIN 05192199), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of M/s. Vivekanandan Associates, Chartered Accountants, Chennai (Firm Registration No. 05268S) as Statutory Auditors of the Company and to fix their remuneration; and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations and the resolution passed by the members of the Company at their Thirty Third Annual General Meeting held on 22nd September, 2018, appointment of M/s. Vivekanandan Associates, Chartered Accountants, bearing Registration Number 05268S for 2nd Term for a period of 2 years that is upto the conclusion of 35th Annual General Meeting, be and is hereby ratified under the Companies Act, 2013, and at such remuneration as may be determined by Board of Directors on the recommendation of Audit Committee.

RESOLVED FURTHER THAT the Board of Director of the Company (including Audit Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:**4. Appointment of Mr. Parthasarathy Sethuraman (DIN 08278159) as an Independent Director**

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

“RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Act, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies Amendment Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and also provision of Article of Association, Mr. Parthasarathy Sethuraman (DIN 08278159), who was appointed as an Additional Director and also an Independent Director of the Company by the Board of Directors with effect from 13th November, 2018 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from him proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from November 13, 2018 to November 12, 2023.”

5. Appointment of Mrs. Virginie Bompail (DIN 08104837) as an Independent Director

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

“RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Act, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies Amendment Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and also provision of Article of Association, Mrs. Virginie Bompoil (DIN 08104837), who was appointed as an Additional Director and also an Independent Director of the Company by the Board of Directors with effect from 13th November, 2018 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from him proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from November 13, 2018 to November 12, 2023.”

Place: Chennai
Date: 14th August, 2019

For and on behalf of the Board of Directors
Sd/-
Michael Arul
Chairman & Managing Director

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing proxy should be deposited at the new Registered Office of the company not less than forty eight hours before the commencement of the meeting.
3. The Register of Members and Transfer Books of the company will remain closed from 21st September, 2019 to 27th September, 2019 (Both days inclusive).
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. along with their copies of the Annual Report to the meeting.
5. The equity shares of the company are listed on BSE Ltd., P .J. Towers, Dalal Street, Mumbai - 400001.
6. (a) Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email addresses with their Depository Participants, where shares are held in electronic form and to the Company / Share Transfer Agents where shares are held in physical form.
(b) Email Addresses of Members are advised to the Share Department of the Company / Share Transfer Agents where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered Email address for serving Company documents/notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh/ update their email addresses should do so as soon as possible.
7. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrar/Depositories. The said Green Initiative Form is attached hereto. Members, who want to receive hard copies of all the communication, have to make a specific request to the Company by sending a letter in this regard to the RTA or the Company.
8. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders whose ledger folios do not have/have incomplete details with respect to PAN and Bank particulars are mandatorily required to furnish these details to the Company/RTA for registration in the folio. The said Form is being sent separately to the shareholders whose folios need to be updated. The shareholders whose folios are not updated are requested to send the duly filled signed form along with Self attested copy of PAN, Complete Bank Details (Cancelled personalized Cheque or Self attested copy of first page of Passbook) and Self attested Copy of Aadhar Card as Address Proof. The above said is the 1st Reminder to the shareholders to update their details.
9. In compliance with provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the company is pleased to provide members with facility to exercise their votes by electronic means "remote e-voting". In order to enable its Members, who do not have the access to remote e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM. Communication containing detailed instruction in this regards is being sent to the members.
- 10. The route map showing direction to reach the venue of the 34th Annual General Meeting is annexed.**
- 11. Voting through Electronic Means (Remote E-Voting):**
 1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members with facility to exercise their right to vote at the 34th Annual General Meeting by electronic means and the business may be transacted through "remote e-voting" services as provided by National Securities Depository Limited (NSDL). The instruction for e-voting is as under:

A. In case a Member receives an email from NSDL {for members whose email IDs are registered with the Company/Depository Participant(s)}:

- i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder – Login.
- iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digital characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home Page of e-voting opens. Click on E-Voting: Active Voting Cycles.
- vii) Select “EVEN” of Advent Computer Services Limited.
- viii) Now you are ready for e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to cszalakmehta@gmail.com with copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- i) Initial password will be provided separately:

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the 'Downloads' section of www.evoting.nsdl.com
3. If you are already registered with NSDL for e-voting then you can use your existing USER ID and Password/Pin for casting your vote.
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The E-voting period commences on 24th September, 2019 (9.00 a.m.) and ends on 26th September, 2019 (5.00 p.m.). During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity capital of the Company as on the cut-off date (record date) of 20th September, 2019.
7. M/s Zalak Mehta & Associates, Practicing Company Secretary (ACS No. 47030 & C.O.P No. 19822) has been appointed as Scrutinizer respectively having their office at 405, 4th floor, Sapphire Arcade, Above Sejal Jewellers, M.G. Road, Ghatkopar (East), Mumbai 400 077, to scrutinize the voting & e-voting process (including the Ballot form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.adventcomputer.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Chennai
Date: 14th August, 2019

For and on behalf of the Board of Directors
Sd/-
Michael Arul
Chairman & Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 & 5:

Mr. Parthasarathy Sethuraman & Mrs. Virginie Bompail were appointed as an Additional (Independent) Directors of the Company with effect from 13th November, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Parthasarathy Sethuraman & Mrs. Virginie Bompail holds office upto the date of this Annual General Meeting but are eligible for the appointment as a Director. The Company has received a Notice from them in writing along with declaration of independence as provided under section 149(6) of the Act, proposing their candidature for the office of Directors.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 & 5 of the Notice for appointment of Mr. Parthasarathy Sethuraman & Mrs. Virginie Bompail as Independent Directors, not liable to retire by rotation.

Except Mr. Parthasarathy Sethuraman & Mrs. Virginie Bompail, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.4 & 5.

Name of the Director	Mr. Samir Harakhchand Shah	Mr. Parthasarathy Sethuraman	Mrs. Virginie Bompail
Date of Birth	10.08.1966	08.01.1965	13.01.1975
Qualification	Bachelor of Engineering in Industrial Production (B.E.)	Master in Business Administration (MBA) & Bachelor of Engineering (B.E.)	National Professional Qualification in shipping Level 2 from England
List of other Directorship held	Signage Circus Solutions Private Limited	-	Vision Partagee consulting Private Limited
Experience	He is having varied skills in engineering, manufacturing, marketing especially trading of wide range of product mix i.e. from plant, machinery mould and spares of Engineering products to numerous software. He has also rich experience in developing online portals and magazines in India and overseas.	He is highly skilled in the field of sales & Marketing especially in IT infrastructure Solutions, Telecom Sector and having more than 20 years of rich experience in the relevant industries	She is having tremendous knowledge in the field of Import – Export and has years of experience in Shipping Business, Cross Bookings & Cross trades among different countries.
Shareholding of the Director	35240	-	-

DIRECTORS' REPORT

To The Members,

Your directors are pleased to present the 34th Annual Report and the Audited Accounts for the financial year ended 31st March, 2019.

FINANCIAL RESULTS

	CURRENT YEAR	PREVIOUS YEAR
	2019	2018
	(Rs. in Lakhs)	(Rs. in Lakhs)
Sales & Services	10.69	10.75
Other Income	-	5.00
Total Income	10.69	15.75
Total Expenditure	54.41	67.73
Profit / (Loss) for the period	(43.72)	(51.98)
Provision For Tax	-	-
Other Comprehensive Income	-	-
Total Comprehensive Income	(43.72)	(51.98)
Balance Carried Forward	(43.72)	(51.98)

OPERATIONS

During the year under review, the Company has recorded the total income of Rs. 10.69 lakhs as compared to Rs. 15.75 lakhs for the previous year and Net Loss of Rs. 43.72 lakhs for the year as compared to the loss of Rs. 51.98 lakhs in the previous year. The company has considerable seen decrease in the sales, however, the losses of the Company has reduced as compared to the loss of the last year. Although, the year under review had been very difficult, but the Management is working hard and emphasizing on new projects for better results in the current year 2019-20 and is taking necessary steps within its power to explore all the possibilities.

DIVIDEND

In view of the losses, your Directors do not recommend any dividend for the year under review.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2018-19, the Company held 4 board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 were adhered to while considering the time gap between two meetings.

S No.	Date of Meeting	Board Strength	No. of Directors Present
1	29 th May, 2018	5	5
2	14 th August, 2018	5	5
3	13 th November, 2018	5	5
4	2 nd February, 2019	7	6

One Separate Meeting of the Independent Director was held on 2nd February, 2019.

DECLARATION BY INDEPENDENT DIRECTORS

Declaration by the Independent Directors has been received as per the provisions of Sec 149 (6) of the Companies Act, 2013 along with Rules framed thereunder Regulation 16(1)(b) of SEBI (Listing and Obligation Disclosure Requirement) Regulation, 2015 and taken on record by the Board.