



**35<sup>th</sup>**  
**ANNUAL REPORT**  
**2020**

**35<sup>th</sup> ANNUAL GENERAL MEETING**

**Date:** 30<sup>th</sup> September, 2020  
**Day:** Wednesday  
**Time:** 11.00 a.m.  
**Place:** Video Conferencing / Other Audio Visual Means

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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 Bompail (DIN 08104837)  
Mr. G. Swaminathan (DIN 08829718)

Chairman & Managing Director  
Independent Director (upto 26.09.2019)  
Independent Director  
Non – Independent Director (upto 08.05.2020)  
Independent Director  
Independent Director  
Independent Director  
Additional Director (w.e.f. 25.08.2020)

**KEY MANAGERIAL PERSONNEL**

Mr. Vishal Desai  
Mr. Rahul Jain

Company Secretary & Compliance Officer  
Chief Financial Officer (CFO)

**STATUTORY AUDITOR**

Vivekanandan Associates  
Chartered Accountants  
Ground Floor, Murugesu Naicker  
Office Complex, 81, Greaves Road,  
Chennai -600 006.

**BANKERS**

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

**REGD. OFFICE & WORKS**

Swathi Towers, K22, 7<sup>th</sup> Floor,  
5&7, Durgabai Deshmukh Road, R.A. Puram,  
Chennai – 600 028.  
Tel: 044- 45580095  
Email: [compliance.officer@adventcomputer.in](mailto:compliance.officer@adventcomputer.in)  
Website: [www.adventcomputer.in](http://www.adventcomputer.in)  
CIN: L33111TN1984PLC010675

**REGISTRAR & SHARE TRANSFER AGENT**

Bigshare Services Pvt. Ltd.  
1<sup>st</sup> 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](mailto:info@bigshareonline.com)

## NOTICE OF 35TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Fifth Annual General Meeting of the members of Advent Computer Services Limited will be held on Wednesday, the 30<sup>th</sup> September, 2020 at 11.00 a.m. to transact the following businesses through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and Profit and Loss Account for the Year ended 31<sup>st</sup> March, 2020 and the Reports of Directors and Auditor thereon.
2. To appoint Statutory Auditor from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration:

RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. T S R Sivasubramanian, Chartered Accountants (Membership No. 022713), Chennai, be and is hereby appointed as the Statutory Auditor of the Company, commencing from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

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

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. G. Swaminathan (DIN 08829718), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 20<sup>th</sup> August, 2020 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from him along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, 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 September 30, 2020 to September 29, 2025."

4. Re-appointment of Mr. Michael Arul (DIN 00885978), as Chairman and Managing Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to recommendation of the Board, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Michael Arul as Chairman and Managing Director of the Company, not liable to retire by rotation, with effect from 12<sup>th</sup> March, 2021 to 11<sup>th</sup> March, 2024, upon the terms and conditions including remuneration recommended by Nomination and Remuneration Committee & agreed by Board of Directors and the said remuneration shall not exceed the limits of Schedule V to the Companies Act, 2013 or any amendments thereto.

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

**Place: Chennai**  
**Date: 25<sup>th</sup> August, 2020**

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

**NOTES TO THE NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM'), is annexed.
2. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), Members will not be able to appoint proxies for this meeting. Further, attendance slip and route map are not being annexed to this notice.
3. The Register of Members and Transfer Books of the company will remain closed from 23<sup>rd</sup> September, 2020 to 30<sup>th</sup> September, 2020 (Both days inclusive).
4. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorising their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail at [compliance.officer@adventcomputer.in](mailto:compliance.officer@adventcomputer.in) mentioning therein details of their DP ID and Client ID / Folio No.
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 on <https://www.bigshareonline.com//InvestorLogin.aspx> by attaching a duly signed request letter for updation of email address by mentioning their email id, DP Client ID / Folio Number and selecting company name 'Advent Computer Services Ltd.'
7. 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 for evoting during the evoting period and during the meeting, can do so by following the instructions provided in point no. 9.
8. **Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM):**
  - a. Members who wish to attend this AGM through VC / OAVM are requested to login to the e-voting system of NSDL at <https://www.evoting.nsdl.com/> under 'Shareholder / Member - Login' by using their remote e-voting user ID and password. Thereafter, click on the link appearing under 'Join General Meeting' against the Electronic Voting Event Number ('EVEN') of Advent Computer Services Limited.
  - b. Members who do not have their user ID and password for remote e-voting or have forgotten their user ID and / or password may retrieve the same by following the instructions given under point no 9 below.
  - c. Members are requested to login to the NSDL e-voting system using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from

mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.

- d. Members who would like to express their views or ask questions during the meeting will be required to register themselves as speaker by sending e-mail to the Executive Vice President & Company Secretary at [compliance.officer@adventcomputer.in](mailto:compliance.officer@adventcomputer.in) from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 11 a.m. on Monday, 28<sup>th</sup> September, 2020 will be able to speak at the meeting. Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid date and time, by following similar process as stated above.

## 9. Voting through Electronic Means (Remote E-Voting):

- a. 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 35<sup>th</sup> 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. Member receives an email from NSDL:

- 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 [csnivyamandawat@gmail.com](mailto:csnivyamandawat@gmail.com) with copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- B. For members who has are unable to retrieve the “initial password” or have forgotten your password:
- If holding shares in dematerialised format - Click on “Forgot User Details / Password.
  - If holding shares in physical certificate form - Click on Physical User Reset Password
  - You may also send an e-mail requesting for password at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), mentioning your name, PAN, registered address and your DP ID and Client ID / folio number.
- C. Please follow all steps mentioned above to attend meeting and cast vote.
- b. 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](http://www.evoting.nsdl.com) or contact NSDL at telephone nos. 1800-222-990 (toll free).
- c. 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.
- d. 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).
- e. The E-voting period commences on 27<sup>th</sup> September, 2020 (9.00 a.m.) and ends on 29<sup>th</sup> September, 2020 (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 23<sup>rd</sup> September, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The Company is providing remote e-voting facility during the AGM session and members who have not voted during the e-voting period can vote through e-voting during AGM session. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- f. 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 23<sup>rd</sup> September, 2020.
- g. Those who become Members of the Company after sending the Notice but on or before 28<sup>th</sup> August, 2020 (cut-off date) may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [compliance.officer@adventcomputer.in](mailto:compliance.officer@adventcomputer.in) requesting for user ID and password. On receipt of user ID and password, the steps stated above can cast your vote on NSDL e-voting website.
- h. M/s Nivya Mandawat, Practicing Company Secretary (ACS No. 27566 & C.O.P No. 14090) has been appointed as Scrutinizer respectively having their office at Samta C-213, Manav Mandir, Sector- 1, Ambadi Road, Vasai (West), Mumbai-401202, to scrutinize the remote e-voting process in a fair and transparent manner.
- i. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast by unblocking 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 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.



- j. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.adventcomputer.in](http://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: 25<sup>th</sup> August, 2020**

**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. 2**

The Members of the Company at the 33<sup>rd</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2018 approved the appointment of M/s. Vivekanandan Associates, Chartered Accountants, as the Statutory Auditor of the Company for a period of two years from the conclusion of the said AGM. M/s. Vivekanandan Associates will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s. T S R Sivasubramanian, Chartered Accountants, as the Statutory Auditor of the Company for a period of 1 (one) year from the conclusion of this AGM till the conclusion of the next AGM.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. T S R Sivasubramanian to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. T S R Sivasubramanian have given their consent to act as Statutory Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Section 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this resolution for approval.

### **Item No. 3**

Mr. G Swaminathan was appointed as an Additional (Independent) Directors of the Company with effect from 20<sup>th</sup> August, 2020, by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. G. Swaminathan holds office upto the date of this Annual General Meeting but is 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. 3 of the Notice for appointment of Mr. G.Swaminathan as Independent Directors for a period of 5 years from 29<sup>th</sup> September, 2020 to 28<sup>th</sup> September, 2025, not liable to retire by rotation.

Except Mr. G.Swaminathan, 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 3.

### **Item No. 4**

Mr. Michael Arul was appointed as Managing Director of the Company by the members on 27th September, 2016 for a period of 5 years viz. 12th March, 2016 to 11th March, 2021. As mentioned, the