ADVENT

29th
ANNUAL REPORT
2014

ADVENT COMPUTER SERVICES LIMITED

(CIN: L33111TN1984PLC010675)

BOARD OF DIRECTORS

Shri Michael Arul	**Chairman & Managing Director**
Shri Shaji John Abraham	**Director (Independent)**
Shri. Suvash Biswas (upto 29.05.2014)	**Director (Independent)**
Shri. DariusMinooBelgamvala	**Director(Independent)**
Smt. PirojaDariusBelgamvala	**Director(Independent)**

AUDITORS
VIVEKANANDAN ASSOCIATES
Chartered Accountants
Ground Floor, Murugesa naicker Office Complex,
81,Greams Road, Chennai -600 006.

BANKERS
Canara Bank, G.P. Road, Chennai
HSBC Ltd., Adyar, Chennai.
Deutsche Bank

REGD. OFFICE & WORKS
New No.121. , Old No.347
Pantheon Road, Egmore
Chennai – 600 008.

REGISTRAR & SHARE TRANSFER AGENT
Bigshare Services Pvt. Ltd.
E-2&3, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri(E),
Mumbai - 400 072

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of Advent Computer Services Limited will be held on Saturday, the 27th September, 2014 at 10.00 a.m. at Selva Rajeswari Hall, D.K.Complex, Villivakkam, Chennai - 600 099 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, 2014 and the Reports of Directors' and Auditors' thereon.

2. To appoint Auditors of the Company:

"RESOLVED THAT M/s.Vivekanandan, Chartered Accountants, (ICAI RegistrationNo.021628) be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting, on such remuneration plus service tax and out-of- pocket expenses and travelling expenses, as may be determined by the Board of Directors on the recommendation of the Audit Committee of the Board."

SPECIAL BUSINESS

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

"Resolved that pursuant to section 149,150 and152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with schedule IV to the Companies Act, 2013, Shri. Shaji John Abraham (DIN 01454398), a non – executive director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term from 27th September, 2014 to 26th September, 2019."

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

"Resolved that pursuant to section 149,150 and152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with schedule IV to the Companies Act, 2013, Shri. Darius Minoo Belgamvala (DIN 01634401), a non – executive director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term from 27th September, 2014 to 26th September, 2019."

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

"Resolved that pursuant to section 149,150 and152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with schedule IV to the Companies Act, 2013, Smt. Piroja Darius Belgamvala (DIN 06433045), a non – executive director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term from 27th September, 2014 to 26th September, 2019."

6. **To adopt new Article of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification (s) the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification (s) thereto or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Article of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Chennai
Date: 14th August 2014

For and on behalf of the Board of Directors

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 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 20th September, 2014 to 27th September, 2014 (Both days inclusive).

4. Members desiring any information regarding accounts are requested to write to the company at least seven days in advance of the Annual General Meeting so as to enable the Management to keep the information ready.

5. The Members are requested to bring their copies of the Annual Report to the meeting.

6. The equity shares of the company are listed on the following stock exchanges:

   a. BSE Ltd., P .J. Towers, Dalal Street, Mumbai - 400 001.

   b. Madras Stock Exchange Ltd. 11, Second Line Beach, Chennai - 600 001.

   c. The Ahmedabad Stock Exchange, Kamdhenu Complex Panjarapole, Ahmedabad-380015.

   The Listing fee is paid upto date to the Stock Exchanges, Mumbai, Chennai and Ahmedabad.

7. (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 Share department of 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.

8. 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 (E-Voting). Communication containing detailed instruction in this regards is being sent to the members.

9. **Voting through Electronic Means:**

   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 29th Annual General Meeting by electronic means and the business may be transacted through 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 shirdipankaj123@gmail.com / shirdipankaj@hotmail.com with a 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 SI. No. (ii) to SI. 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 21st September, 2014 and ends on 23rd September, 2014. 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 22nd August, 2014, 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 22nd August, 2014.

7. Mr. Pankaj S.Desai, B.Com(Hons), A.C.S, A.C.A has been appointed as Scrutinizer and Alternate Scrutinizer respectively having their office at 5/14, Malad C.H.S., Opp. Saraf Hall, Poddar Park, Malad (East), Mumbai – 400097, to scrutinize the e-voting process in a fair and transparent manner.

8. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes case in favour or against, if any, forthwith to the Chairman of the Company.

9. The Results shall be declared within forty eight hours from the conclusion of the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.adventcomputer.in and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited (BSE) accordingly.

The brief background of the Directors proposed to be re-appointment/appointment as required by paragraph (IV) (G)(i) of clause 49 of the Listing Agreement are given below:

Name of the Director	Mr. Shaji John Abraham	Mr. Darius Minoo Belgamvala	Mrs. Piroja Darius Belgamvala
Date of Birth	09.02.1955	28.03.1942	04.01.1956
Qualification	B.E	Electrical Engineer (AMIE) from Madras University	B.Sc (Honours) from Calcutta University and Certificate course from XLRI Jamshedpur
Date of Appointment	31.01.2007	08.11.2012	08.11.2012
Experience	Rich Experience and having his Own Business.	Rich Experience and having his Own Business.	Rich Experience with reputed companies.
List of other Directorship held	1.THE MYLAPORE HINDU PERMANENT FUND LIMITED 2. INTERNATIONAL AVIATION ACADEMY PRIVATE LIMITED 3. TKM INFOTECH PRIVATE LIMITED 4. DIKSAT TRANSWORLD LIMITED 5. DSH OIL & GAS ENGINEERING PRIVATE LIMTED	1.CRANLEY ESTATE AND INVESTMENTS PRIVATE LIMITED	NIL
Chairman / Member of the Committee of the Board of other Companies	NIL	NIL	NIL
Shareholding of the Director	NIL	NIL	NIL

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

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

Item No. 3 to 5:

As per the provision of Section 149 of the Companies Act, 2013 ("the Act") which has come into force with effect from 1st April, 2014, the Independent Directors shall hold office for a term upto five consecutive years on the Board of a company and are not liable to retire by rotation.

Shri. Shaji John Abraham, Shri. Darius Minoo Belgamvala and Smt. Piroja Darius Belgamvala have given declaration to the Board that they meet the criteria of Independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Shri. Shaji John Abraham, Shri. Darius Minoo Belgamvala and Smt. Piroja Darius Belgamvala as Independent Director were placed before the Remuneration Committee, which recommended their appointment as under:

1. Shri. Shaji John Abraham as an Independent Director for five years from 27th September, 2014 to 26th September, 2019.
2. Shri. Darius Minoo Belgamvala as an Independent Director for five years from 27th September, 2014 to 26th September, 2019.
3. Smt. Piroja Darius Belgamvala as an Independent Director for five years from 27th September, 2014 to 26th September, 2019.

In the opinion of the Board, Shri. Shaji John Abraham, Shri. Darius Minoo Belgamvala and Smt. Piroja Darius Belgamvala fulfil the conditions specified in the Act and the Rules made there under for appointment as Independent Director and they are independent of the management.

In Compliance with the provision of Section 149 read with schedule IV of the Act, the appointment of Shri. Shaji John Abraham, Shri. Darius Minoo Belgamvala and Smt. Piroja Darius Belgamvala as Independent Director are now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

The Director recommend the resolutions set out in Item Nos. 3 to 5 of accompanying notice.

Except Shri. Shaji John Abraham, Shri. Darius Minoo Belgamvala and Smt. Piroja Darius Belgamvala, none of the Directors or Key Managerial Person are concerned or interested in the above mentioned Resolution.

Item No.6:

The existing Articles of Association of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the Act.

The Act is now largely in force. On 12th September, 2013, the Ministry of Corporate Affairs ("MCA') had notified 98 Sections for implementation. Subsequently, on 26th March, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter-alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing Articles of Association of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

The new Articles of Association to be substituted in place of the existing Articles of Association are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft Article of Association of the Company viz:

(a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;

(b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;

(c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;

(d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;

(e) existing articles have been streamlined and aligned with the Act;

(f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and

(g) Provisions of the existing Article of Association which are already part of statute in the Act have not been reproduced in the new draft Article of Association as they would only lead to duplication their non-inclusion makes the new draft Article of Association crisp, concise and clear and aids ease of reading and understanding.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Place: Chennai
Date: 14th August 2014.

For and on behalf of the Board of Directors

MICHAEL ARUL
Chairman & Managing Director

DIRECTORS' REPORT

To The Members,

Your directors are pleased to present the 29th Annual Report and the Audited Accounts for the financial year ended 31st March, 2014.

FINANCIAL RESULTS:

	CURRENT YEAR	PREVIOUS YEAR
	2014	2013
	(Rs. In Lacs)	(Rs. In Lacs)
Sales & Services	25.96	27.52
Other Income	0.00	0.00
Total Income	25.96	27.52
Total Expenditure	25.64	32.68
Profit / (Loss) for the period	0.32	(5.16)
Balance Carried Forward	0.32	(5.16)

DVIDEND

In order to plough back the profits into business, your Directors do not recommend any dividend for the year under review.

BUSINESS OUTLOOK OF THE COMPANY

The thrust of the Government of India to accomplish “Financial Inclusion” in both rural and urban India has opened up a vast new market for our company.

Our company had acquired a mobile payment/financial transaction platform via its earlier amalgamation and this platform is now of great relevance and value to the Indian market given the above opportunity.

This mobile financial platform is now being modified and upgraded to meet the needs of the market arising from the above policy of the Govt of India putting our company in a good position to get substantial business from banks, financial institutions, corporates, etc. who are now mandated to achieve financial inclusion

The business outlook of the company is therefore bright given this new focus and direction of the Government of India and the special advantage that our company has in terms of the mobile financial transaction platform technology that the company possesses.

Our company will however continue to look for opportunities for merger/acquisition/strategic alliance of suitable companies both outside and inside India as means to bring in appropriate technology and/or open up new markets for our company.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSIONANALYSIS

A separate report on the Corporate Governance and Management Discussion Analysis for the year under review, as stipulated in Clause-49 of the Listing Agreement with the Stock Exchanges, has been attached as part of this annual report.

DIRECTORS DISCLOSURES

- Shri. Suvash Biswas resigned from Board of Directors of the Company on 29th May, 2014.
- Shri. Shaji John Abraham, Shri. Darius Minoo Belgamvala and Smt. Piroja Darius Belgamvala are to be appointed as Independent Director subject to the approval of shareholders.