

**ADVENT**

**30<sup>th</sup>  
ANNUAL REPORT  
2015**

**ADVENT COMPUTER SERVICES LIMITED**

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

Date : 26<sup>th</sup> September, 2015  
 Day : Saturday  
 Time : 10.00 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)            | Chairman & Managing Director           |
| Mr. Shaji John Abraham (DIN 01454398)      | Independent Director                   |
| Mr. Darius Minoo Belgamvala (DIN 01634401) | Independent Director                   |
| Mrs. Piroja Belgamvala (DIN 06433045)      | Independent Director                   |
| Mr. Suvash Biswas (DIN 03190034)           | Independent Director (upto 29.05.2014) |

**KEY MANAGERIAL PERSONNEL**

|  |  |
|--|--|
| Mr. K. S. Govindarajan (w.e.f. 28.05.2015) | Chief Financial Officer                |
| Ms. Noshin Thanawala (w.e.f. 01.06.2015)   | Company Secretary & Compliance Officer |

**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**

New No.121, Old No.347  
 Pantheon Road, Egmore  
 Chennai – 600 008.  
 Tel: 044- 45580095 ; Fax: 044-28193688  
 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.  
 E-2&3, Ansa Industrial Estate, Sakivihar Road,  
 Sakinaka, Andheri(E), Mumbai - 400 072.  
 Tel: 022-40430200 / 022-28476052  
 Fax: 022-28475207  
 Email: [info@bigshareonline.com](mailto:info@bigshareonline.com)

## NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the members of Advent Computer Services Limited will be held on Saturday, the 26<sup>th</sup> September, 2015 at 10.00 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 31<sup>st</sup> March, 2015 and the Reports of Directors' and Auditors' thereon.
- 2 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 Twenty Ninth Annual General Meeting held on 27<sup>th</sup> September, 2014, appointment of M/s. Vivekanandan Associates, Chartered Accountants, bearing Registration Number 05268S for a period of 5 years i.e. upto the conclusion of 33<sup>rd</sup> 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.”

**Place: Chennai**

**Date: 13<sup>th</sup> August 2015.**

**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 18<sup>th</sup> September, 2015 to 26<sup>th</sup> September, 2015 (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 "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.
9. **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 30<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. 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 [csnivyamandawat@gmail.com](mailto:csnivyamandawat@gmail.com) with copy marked to [evoting@nsdl.co.in](mailto: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](http://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 23<sup>rd</sup> September, 2015 and ends on 25<sup>th</sup> September, 2015. 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 19<sup>th</sup> September, 2015, 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 19<sup>th</sup> September, 2015.
  7. Ms. Nivya Mandawat, Practicing Company Secretary (ACS No. 27566) has been appointed as Scrutinizer respectively having their office at C – 204, ICB Flora, Off. S. G. Highway, Gota, Ahmedabad – 382481, 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 favour 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 alongwith 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: 13<sup>th</sup> August 2015.**

**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 30<sup>th</sup> Annual Report and the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2015.

**FINANCIAL RESULTS:**

|                                | <b>CURRENT YEAR</b>  | <b>PREVIOUS YEAR</b> |
|--------------------------------|----------------------|----------------------|
|                                | <b>2015</b>          | <b>2014</b>          |
|                                | <b>(Rs. In Lacs)</b> | <b>(Rs. In Lacs)</b> |
| Sales & Services               | 31.33                | 25.96                |
| Other Income                   | 0.00                 | 0.00                 |
| Total Income                   | 31.33                | 25.96                |
| Total Expenditure              | 30.86                | 25.64                |
| Profit / (Loss) for the period | 0.47                 | 0.32                 |
| Provision For Tax              | 0.09                 | -                    |
| Balance Carried Forward        | 0.38                 | 0.32                 |

**OPERATIONS:**

During the year under review, the Company has recorded the higher total income of Rs. 31.33 lacs as compared to Rs. 25.96 lacs for the previous year and Net Profits after tax of Rs. 0.38 lacs for the year as compared to the profits of Rs. 0.32 lacs in the previous year.

The year under review had been very difficult on account of adverse business situation in the field of information & technology. The Management expects improvement in the business situation in the current year 2015-16 and is taking necessary steps within its power to explore all the possibilities, subject to ability to raise the funds.

**DIVIDEND**

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

**MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year 2014-15, 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 listing agreement were adhered to while considering the time gap between two meetings.

| <b>S. No.</b> | <b>Date of Meeting</b>    | <b>Board Strength</b> | <b>No. of Directors Present</b> |
|---------------|---------------------------|-----------------------|---------------------------------|
| 1             | 29 <sup>th</sup> May 2014 | 4                     | 4                               |
| 2             | 14 <sup>th</sup> Aug 2014 | 4                     | 4                               |
| 3             | 13 <sup>th</sup> Nov 2014 | 4                     | 4                               |
| 4             | 12 <sup>th</sup> Feb 2015 | 4                     | 4                               |

**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 and taken on record by the Board.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- Mr. Suvash Biswas resigned from the Board of Directors of the Company w.e.f. 29<sup>th</sup> May, 2014.
- Mr. Rohit Taparia was appointed as Company Secretary & Compliance Officer w.e.f. 13<sup>th</sup> November, 2014 & he resigned on 31<sup>st</sup> May, 2015. Miss. Noshin Thanawala was appointed as Company Secretary & Compliance Officer w.e.f. 1<sup>st</sup> June, 2015, in place of Mr. Rohit Taparia.

- Mr. K.S. Govindarajan was appointed as Chief Financial Officer (C.F.O.) of the Company w.e.f. 28<sup>th</sup> May, 2015.

## **STATUTORY AUDITORS**

M/s. Vivekanandan Associates, Chartered Accountants, Chennai, [Firm Registration No. 05268S] the Statutory Auditors of the Company, were appointed by the Shareholders at their meeting held on 27<sup>th</sup> September, 2014 for a period of 5 years i.e. upto conclusion of 33<sup>rd</sup> Annual General Meeting subject to ratification by Shareholders at every Annual General Meeting as per the provisions of the Companies Act, 2013 ('Act'). Pursuant to the Act, Members are requested to consider ratification of their appointment and authorised the Board of Directors including Audit Committee thereof to fix their remuneration for the Financial Year 2015-16. In this regard, the Company has received a Certificate from the Auditors to the effect that their appointment as Auditors continues to be in accordance with the provisions of the Act.

## **SECRETARIAL AUDITOR**

Pursuant to Section 204 of the Companies Act, 2013, Ms. Nivya Mandawat, Practicing Company Secretary, was appointed in the Board Meeting held on 28<sup>th</sup> May, 2015 to perform Secretarial Audit for the year 2014-2015. The Secretarial Audit Report is annexed in this Annual Report (Annexure II).

## **OBSERVATION OF SECRETARIAL AUDITOR**

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. Certain observations made in the report with regard to non publication, late filings of form, non appointment of Internal Auditor & non conduct of meeting were mainly due to ambiguity and uncertainty of the applicability of the same for the relevant period. However, the company would ensure in future that all the provisions are complied to the fullest extent.

## **EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. (Annexure – I)

## **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- 1) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2015; the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 2) That 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 year and of the profit of the Company for the year under review.
- 3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) That the Directors have prepared the accounts for the year ended 31<sup>st</sup> March, 2015, on a going concern basis.
- 5) Had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- 6) Had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the year 2014-15, the company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

#### **RELATED PARTY TRANSACTIONS**

As per Section 188 of the Companies Act, 2013, there were 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. However, the details of the transactions with related parties are given in the financial statements.

#### **DEPOSITS**

During the year under review, the Company has not accepted any fixed deposits from the public.

#### **PERSONNEL**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

#### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION ANALYSIS**

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.

#### **ACKNOWLEDGEMENT**

Your Directors would like to take this opportunity to express sincere gratitude for the assistance and co-operation from the employees, Bankers, Customers, Vendors and Shareholders during the year under review.



**ANNEXURE TO DIRECTORS' REPORT****INFORMATION AS REQUIRED UNDER DISCLOSURES AS PER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014****A. CONSERVATION OF ENERGY**

The activities of the Company require minimal consumption of energy and every effort has been made to ensure the optimal use of energy. All possible measures have been taken to conserve energy.

**B. TECHNICAL ABSORPTION**

The Company has developed expertise for technology required for its business and the same has been fully absorbed.

**C. DETAILS OF POWER AND FUEL CONSUMPTION**

Not applicable due to nature of business

**D. FOREIGN EXCHANGE EARNINGS AND OUTGO**

|                            |     |
|----------------------------|-----|
| Foreign Exchange earnings: | NIL |
|----------------------------|-----|

|                         |     |
|-------------------------|-----|
| Foreign Exchange outgo: | NIL |
|-------------------------|-----|

**Place: Chennai**

**Date: 13<sup>th</sup> August 2015**

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

**MICHAEL ARUL**  
**Chairman & Managing Director**

**ANNEXURE I - FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
AS ON FINANCIAL YEAR ENDED ON 31.03.2015**

**Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

|    |  |   |
|----|--|---|
| 1. | CIN  | L33111TN1984PLC010675   |
| 2. | Registration Date  | 22/02/1984  |
| 3. | Name of the Company  | ADVENT COMPUTER SERVICES LIMITED  |
| 4. | Category/Sub-category of the Company                                       | Company Limited by Shares / Indian Non Government Company   |
| 5. | Address of the Registered office & contact details                         | New No.121, Old No.347, Pantheon Road, Egmore, Chennai – 600008. Tel: 044-45580095; Fax: 044-28193688; Email Id: <a href="mailto:compliance.officer@adventcomputer.in">compliance.officer@adventcomputer.in</a> |
| 6. | Whether listed company   | Yes   |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | M/s. Bigshare Services Private Limited<br>E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072<br>Tel: 022-28470652/022-40430200; Fax: 022-28475207                       |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

**(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

| Name and Description of main products / services         | NIC Code of the Product/service | % to total turnover of the company |
|--|---------------------------------|------------------------------------|
| Computer Programming, Consultancy and Related Activities | 620                             | 100%                               |

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

The Company does not have any Holding, Subsidiary and Associate Company as on 31<sup>st</sup> March, 2015

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year[As on 31-March-2014] |          |           |                   | No. of Shares held at the end of the year[As on 31-March-2015] |          |           |                   | % Change during the year |
|--------------------------|--|----------|-----------|-------------------|--|----------|-----------|-------------------|--------------------------|
|                          | Demat  | Physical | Total     | % of Total Shares | Demat  | Physical | Total     | % of Total Shares |                          |
| <b>A. Promoters</b>      |  |          |           |                   |  |          |           |                   |                          |
| <b>(1) Indian</b>        |  |          |           |                   |  |          |           |                   |                          |
| a) Individual/ HUF       | 77   | 0        | 77        | 0.0005            | 77   | 0        | 77        | 0.0005            | 0                        |
| b) Central Govt          | 0  | 0        | 0         | 0                 | 0  | 0        | 0         | 0                 | 0                        |
| c) State Govt(s)         | 0  | 0        | 0         | 0                 | 0  | 0        | 0         | 0                 | 0                        |
| d) Bodies Corp.          | 0  | 0        | 0         | 0                 | 0  | 0        | 0         | 0                 | 0                        |
| e) Banks / FI            | 0  | 0        | 0         | 0                 | 0  | 0        | 0         | 0                 | 0                        |
| f) Any other             | 0  | 0        | 0         | 0                 | 0  | 0        | 0         | 0                 | 0                        |
| <b>Sub Total (A)(1)</b>  | <b>77</b>  | <b>0</b> | <b>77</b> | <b>0.0005</b>     | <b>77</b>  | <b>0</b> | <b>77</b> | <b>0.0005</b>     | <b>0</b>                 |