

ADVENT

**32nd
ANNUAL REPORT
2017**

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)



32nd ANNUAL GENERAL MEETING

Date : 22nd September, 2017
 Day : Friday
 Time : 11.00 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)
 Mr. Shaji John Abraham (DIN 01454398)
 Mr. Darius Minoo Belgamvala (DIN 01634401)
 Mrs. Piroja Belgamvala (DIN 06433045)
 Mr. Shree Kumar Narayan (DIN 07438879)
 Mr. Ashok Arthur Jaipal (DIN 00934068)

Chairman & Managing Director
 Independent Director
 Independent Director
 Independent Director
 Independent Director
 Independent Director

KEY MANAGERIAL PERSONNEL

Mr. K. S. Govindarajan
 Ms. Kshama Wazkar
(Appointed on 13.04.2016 & Resigned on 30.07.2017)

Chief Financial Officer
 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

INTERNAL AUDITOR

M/s. Senthamarai Kannan & Co.
 Chartered Accountants

REGD. OFFICE & WORKS(w.e.f. 16.08.2017)

K22, 7th Floor, Swathi Towers,
 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 Second Annual General Meeting of the members of Advent Computer Services Limited will be held on Friday, the 22nd September, 2017 at 11.00 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 31st March, 2017 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 27th 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 33rd 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: 14th August, 2017

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 14th September, 2017 to 22nd September, 2017 (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. alongwith 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. 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. The route map showing direction to reach the venue of the 32nd Annual General Meeting is annexed.
10. **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 32nd 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 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 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 19th September, 2017 (9.00 a.m.) and ends on 21st September, 2017 (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 15th September, 2017, 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 15th September, 2017.
 7. Ms. Nivya Mandawat, Practicing Company Secretary (ACS No. 27566) has been appointed as Scrutinizer respectively having their branch office at Samta C-213, Manav Mandir, Sector- 1, Ambadi Road, Vasai (West), Mumbai-401202, 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 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, 2017

For and on behalf of the Board of Directors

Sd/-

Michael Arul

Chairman & Managing Director

DIRECTORS' REPORT

To The Members,

Your directors are pleased to present the 32nd Annual Report and the Audited Accounts for the financial year ended 31st March, 2017

FINANCIAL RESULTS:

	CURRENT YEAR	PREVIOUS YEAR
	2017	2016
	(Rs. In Lacs)	(Rs. In Lacs)
Sales & Services	45.69	47.61
Other Income	0.00	0.00
Total Income	45.69	47.61
Total Expenditure	45.19	46.18
Profit / (Loss) for the period	0.50	1.43
Provision For Tax	0.10	0.27
Balance Carried Forward	0.40	1.16

OPERATIONS

During the year under review, the Company has recorded the higher total income of Rs. 45.69 lacs as compared to Rs. 47.61 lacs for the previous year and Net Profits after tax of Rs. 0.40 lacs for the year as compared to the profits of Rs. 1.16 lacs in the previous year. The company has gain increase in the sales and the profit this year as compared to the last year. Although, the year under review had been very difficult on account of adverse business situation in the field of information & technology, but the Management expects & is working hard for better results in the current year 2017-18 and is taking necessary steps within its power to explore all the possibilities.

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 2016-17, the Company held 5 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	13 th April, 2016	4	3
2	27 th May, 2016	6	5
3	12 th August, 2016	6	6
4	12 th November, 2016	6	6
5	13 th February, 2017	6	6

One Separate Meeting of the Independent Director was held on 13th February, 2017.

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.

BOARD EVALUATION

The formal annual evaluation of its own performance, board committees and individual directors has been carried out by the Board pursuant to the provisions of the Act and the Corporate Governance Requirements as prescribed by SEBI (Listing and Obligation Disclosure Requirement) Regulations, 2015.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

- At the 31st Annual General Meeting, the shareholders of the company appointed Mr. Michael Arul as the Chairman & Managing Director of the Company.
- Mr. Shree Kumar Narayan & Mr. Ashok Arthur Jaipal were appointed as Additional Directors on 13th April, 2016 till the date of Annual General Meeting. At the 31st Annual General Meeting, Mr. Shree Kumar Narayan & Mr. Ashok Arthur Jaipal were appointed as Independent Directors of the Company by the shareholders.
- Ms. Kshama Wazkar (Resigned on 30.07.2017) was appointed as Company Secretary and Compliance Officer w.e.f. 13th April, 2016.

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 – A)**

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 27th September, 2014 for a period of 5 years i.e. upto conclusion of 33rd 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 2017-18. 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 to perform Secretarial Audit for the year 2016-2017. The Secretarial Audit Report is annexed in this Annual Report **(Annexure B).**

OBSERVATION OF AUDITOR

There are no adverse remarks made by the Auditors in their respective reports.

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 – filing of various forms with ROC & compliances with BSE Limited were due to financial inability of the company. However, the Board of Director has rectified the same before the observation were made. The Board of Directors will take care of maintaining the compliances as per secretarial standards and will also ensure that all the provisions are complied with the fullest extent in future.

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 31st March, 2017; 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 31st March, 2017, 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.

PARTICULAR OF EMPLOYEES

The information required pursuant to Section 197(12) of Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in **Annexure C** to Director Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year 2016-17, the company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure -D** in Form AOC-2 and the same form a part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details as required under Clause-3 of Rule 8 of the Companies (Accounts) Rules, 2014, are provided in **Annexure-E** to the Directors' Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements and such controls are adequate and are operating effectively.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.