

**NIVYA MANDAWAT**  
**Practicing Company Secretaries**  
**B.Com, A.C.S, L.L.B**

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**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies  
(Management and Administration) Rules, 2014]

To,  
**Mr. Michael Arul**  
Chairman and Managing Director  
Advent Computer Services Limited  
Regd. Office: New No.121, Old No.347,  
Pantheon Road, Egmore,  
**Chennai – 600008.**

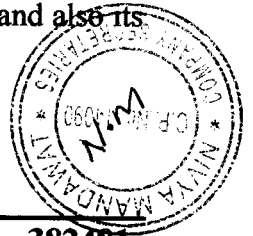
Dear Sir,

1. I, Nivya Mandawat, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Advent Computer Services Limited, for the purpose of scrutinizing the e-voting and physical ballot process at the Annual General Meeting and ascertaining the requisite majority on e-voting and physical ballot process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration), Rules, 2014 read with amendments thereto, on the resolutions contained in the notice of the 30<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 26<sup>th</sup> September, 2015, at Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032.

2. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 30<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting and physical ballot process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company and voting through Ballot Paper carried out at the Meeting, facility provided by Bigshare Services Private Limited, R&T Agent.

3. Further to above, I submit my report as under:

3.1. The Company has provided the remote e-voting facility through National Securities Depository Limited (NSDL) on their website <https://www.evoting.nsdl.com>. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.



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**Office Address : C – 204, ICB Flora, Off. S. G. Highway, Gota, Ahmedabad – 382481.**  
**Tel. Office: 8866088651, Cell: 9586688651, E-mail: [csnivyamandawat@gmail.com](mailto:csnivyamandawat@gmail.com)**

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3.2. The Notice sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.

3.3. The Chairman of the 30<sup>th</sup> AGM, held on 26<sup>th</sup> September, 2015 had announced that members who have not exercised their votes through e-voting, if they wish to; exercise their votes through ballot at the AGM.

3.4. The members of the Company as on the “cut-off” date i.e. September 19, 2015 were entitled to vote on the resolutions (Item no. 1 to 2) as set out in the Notice of the 30<sup>th</sup> AGM.

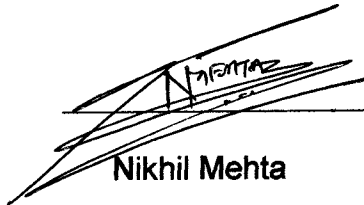
3.5. The Company had arranged for Ballot papers which were duly distributed to the members and proxies present at the AGM as on 26<sup>th</sup> September, 2015. In case of joint shareholders, the Ballot Paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio.

3.6. We have kept a record of the Ballot Papers received in response to the voting done at the AGM, by initialing it.

3.7. We have ensured that the ballot boxes were duly locked and sealed in the presence of the members and proxies.

3.8. The remote e-voting commenced from September 23, 2015 (9.00 a.m.) and ended on September 25, 2015 (5.00 p.m.).

3.9. The votes cast were unblocked after the AGM in the presence of 2 witnesses, Mr. Nikhil Mehta and Mrs. Kamana Somani, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Nikhil Mehta

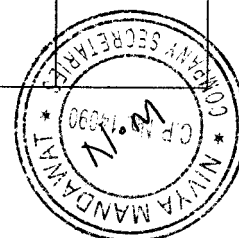
  
Kamana Somani

3.10. My combined report on the results of voting through e-voting and ballot paper at the AGM is as under:



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Item No. of the Notice	No. of Votes casted	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
<b>Item No. 1 –</b> To receive, consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2015 and the Balance Sheet as at that date and the Auditors' Report thereon. (As an Ordinary Resolution)	90,40,698	90,40,698	100%	-	-	-
<b>Item No. 2 –</b> To ratify the appointment of Statutory Auditor of the Company and fix their appointment. (As an Ordinary Resolution)	90,40,698	90,40,698	100%	-	-	-



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4. All the above resolutions are passed by requisite majority.
5. All papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR" OR "AGAINST" and those whose votes were declared invalid for each resolution under e-voting and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Ms. Noshin Thanawala, Company Secretary & Compliance Officer for safe keeping.
6. You may accordingly declare the result of voting by E-Voting and Ballot Paper at the AGM.

Thanking You,

Yours faithfully,



**Nivya Mandawat**

**Practicing Company Secretary (A.C.S. No. 27566)**  
**Scrutinizer for E - voting & Voting at the AGM Venue**



**Place: Ahmedabad**  
**Date: 26<sup>th</sup> September, 2015**

**Countersigned by:**  
**For Advent Computer Services Limited**



**Noshin Thanawala**  
**Company Secretary & Compliance Officer**

