

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

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 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

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.

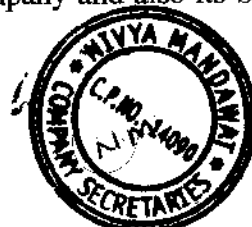
Dear Sir,

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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the 31st Annual General Meeting (AGM) of the members of the Company, held on 27th September, 2016 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 31st 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 AGM.

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.



Office Address : Samta C-213, Manav Mandir, Sector- 1, Ambadi Road, Vasai (West), Mumbai-401202
Tel. Office: 8866088651, Cell: 9586688651, E-mail: csnivyamandawat@gmail.com

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

3.2. The 31st AGM 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. As prescribed in the said Rules, the Company has also published an advertisement in newspapers on 27th August, 2016 in News Today (English) and Maalai Sudar (Tamil) and it carried the required information as specified in the said Rules.

3.4. The members of the Company as on the "cut-off" date i.e. 20th September, 2016 were entitled to vote on the resolutions as set out in the notice of the 31st AGM.

3.5. The Chairman of the 31st AGM held on 27th September, 2016 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.

3.6. The Company had arranged for Ballot papers which were duly distributed to the members and proxies present at the AGM as on 27th September, 2016. 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.

3.7. 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 24, 2016 (9.00 a.m.) and ended on September 26, 2016 (5.00 p.m.).

3.9. The votes cast were unblocked after the AGM in the presence of 2 witnesses, Mr. Hitesh Parghi and Mr. Shailesh Vaghela, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

A. G. PARGHE

S. Z. Vaghela

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



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

Item No. 1 – As an Ordinary Resolution

To receive, consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended 31st March, 2016 and the Balance Sheet as at that date and the Auditors' Report thereon.

No. of shares held	No. of Votes casted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		No. of votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
8959621	8959621	8959621	100%	0	0%	0

Item No. 2 – As an Ordinary Resolution

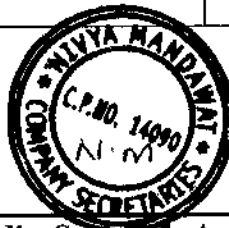
To ratify the appointment of Statutory Auditor of the Company and fix their appointment.

No. of shares held	No. of Votes casted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		No. of votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
8959621	8959621	8959621	100%	0	0%	0

Item No. 3 – As a Special Resolution:

To re-appoint Mr. Michael Arul as Chairman & Managing Director of the Company.

No. of shares held	No. of Votes casted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		No. of votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
8959621	8959621	8959621	100%	0	0%	0



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

Item No. 4 – As an Ordinary Resolution:

To appoint Mr. Ashok Arthur Jaipal as an Independent Director of the Company

No. of shares held	No. of Votes casted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		No. of votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
8959621	8959621	8959621	100%	0	0%	0

Item No. 5 – As an Ordinary Resolution:

To appoint Mr. Shree Kumar Narayan as an Independent Director of the Company:

No. of shares held	No. of Votes casted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		No. of votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
8959621	8959621	8959621	100%	0	0%	0

Item No. 6 – As a Special Resolution:

To Increase the Borrowing Limits of the Company:

No. of shares held	No. of Votes casted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		No. of votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
8959621	8959621	8959621	100%	0	0%	0



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

Item No. 7: As a Special Resolution:

To Increase in the Limits in Mortgage of Assets:

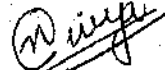
No. of shares held	No. of Votes casted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		No. of votes	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
8959621	8959621	8959621	100%	0	0%	0

4. All the above resolutions are passed unanimously.

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. Kshama Wazkar, Company Secretary & Compliance Officer for safe keeping.

Thanking You,

Yours faithfully,



Nivya Mandawat

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

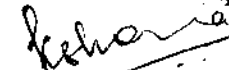


Place: Mumbai

Date: 27th September, 2016

Countersigned by:

For Advent Computer Services Limited



Kshama Wazkar

Company Secretary & Compliance Officer



Office Address : Samta C-213, Manav Mandir, Sector- 1, Ambadi Road, Vasai (West), Mumbai-401202
Tel. Office: 8866088651, Cell: 9586688651, E-mail: csnivyamandawat@gmail.com