

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
K22, 7th Floor, Swathi Towers,
Durgabai Deshmukh Road, R.A.Puram,
Chennai – 600028.

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 32nd Annual General Meeting (AGM) 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 32nd Annual General Meeting (AGM) & Addendum to Notice of 32nd AGM of the members of the Company, held on 22nd September, 2017 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 32nd AGM & Addendum to Notice of 32nd 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 & Addendum 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.



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3.2. The 32nd AGM Notice & Addendum 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 advertisements in newspapers for Notice of 32nd AGM on 29th August, 2017 & Addendum to Notice of 32nd AGM on 7th September, 2017 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. 15th September, 2017 were entitled to vote on the resolutions as set out in the notice of the 32nd AGM.

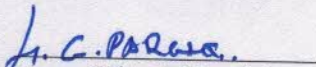
3.5. The Chairman of the 32nd AGM held on 22nd September, 2017 had announced that members who have not exercised their votes through e-voting, if they wish to; exercise their votes through ballot at the AGM.

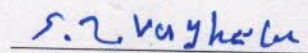
3.6. The Company had arranged for Ballot papers which were duly distributed to the members and proxies present at the AGM as on 22nd September, 2017. In case of joint shareholders, the Ballot Paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting 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 19, 2017 (9.00 a.m.) and ended on September 21, 2017 (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.


Hitesh Parghi


Shailesh Vaghela

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. 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, 2017 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	
8995368	8995368	8995338	100.00%	30	0.00 %	0

Item No. 2 – As an Ordinary Resolution

To ratify the appointment of M/s. Vivekanandan Associates, Chartered Accountants, Chennai as Statutory Auditors 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	
8995308	8995308	8995278	100.00%	30	0.00 %	0

Item No. 3 – As an Ordinary Resolution:

To appoint Mr. Samir Harakhchand Shah as a 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	
8995368	8995368	8995278	99.999%	90	0.001%	0



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Item No. 4 – As an Ordinary Resolution:

To appoint Mrs. Kavitha 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	
8995368	8995368	8995278	99.999%	90	0.001%	0

Item No. 5 – As a Special Resolution:

To authorize company to charge for service of documents to members 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	
8995368	8995368	8995278	99.999%	90	0.001%	0

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 Mr. Michael Arul, Chairman & Managing Director for safe keeping.

Thanking You,

Place: Mumbai

Date: 22nd September, 2017

Nivya

Nivya Mandawat

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



Countersigned by:

For Advent Computer Services Limited

Michael Arul

Michael Arul

Chairman & Managing Director



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