



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,
The Chairman
Advent Computer Services Limited
Swathi Towers, K22, 7th Floor, 5 & 7,
Durgabai Deshmukh Road, R.A.Puram,
Chennai - 600028

Dear Sir,

1. I, Zalak Mehta, Proprietor of M/s. Zalak Mehta & Associates, firm of Practising Company Secretary (UIN: A047030A000016384), have been appointed as 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 34th 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 read with Rule 20 & 21 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 34th AGM of the Members of the Company, held on Friday, the 27th September, 2019 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 e-voting and physical ballot process on the resolutions contained in the Notice of the 34th AGM of the members of the Company. My responsibility as a scrutinizer is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facility, engaged by the Company and voting through Ballot Paper 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 it Service Provider to facilitate their shareholders to cast their vote through e-voting.

3.2. The 34th AGM Notice 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 read with amendments thereto. The remote e-voting period began on Tuesday, 24th September, 2019 (9.00 a.m.) and ended on Thursday, 26th September, 2019 (5.00 p.m.).





3.3. The Company has completed the dispatch of Annual Report which contained Notice convening the 34th AGM on 31st August, 2019 to the members whose names appeared in the Register of Members/List of beneficial ownership maintained by the depositories as on 23rd August, 2019 by courier and through email.

3.4. As prescribed in the said Rules, the Company has also published advertisements in newspapers for Notice of 34th AGM on 3rd September, 2019 in News Today (English) and Maalai Sudar (Tamil) and it carried the required information as specified in the said Rules.

3.5. The equity shareholders of the Company as on the "cut-off" date i.e. 20th September, 2019 were entitled to vote on the resolutions as set out in the notice of the 34th AGM.

3.6. The Chairman of the 34th AGM held on 27th September, 2019 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.

3.7. The Company had arranged for Ballot papers / Polling papers which were duly distributed to the members and proxies present at the AGM as on 27th September, 2019. In case of joint shareholders, the Ballot papers / Polling Papers were 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.

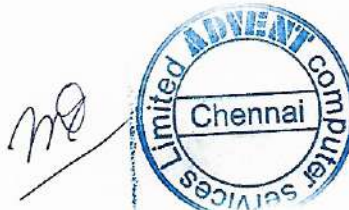
3.8. The Company had placed Ballot box which was locked in my presence with identification mark placed by me along with Ballot papers which were duly distributed to the members and proxies present at the 34th AGM but who have not cast their votes by availing remote e-voting facility.

3.9. After the conclusion of voting at the AGM, the locked Ballot box was opened in my presence and in the presence of two witnesses who are not the employees of the Company. All the Ballot papers received up to the closing of working hours on 26th September, 2019 as well as at the Annual General Meeting (AGM) & e-votes received up to 5.00 p.m. on 26th September, 2019 were considered for scrutiny.

3.10. The votes cast through remote e-voting process were unblocked after the conclusion of voting by physical ballot process at the AGM and votes cast were counted in the presence of 2 witnesses, Ms. Shruti Shetty and Ms. Namrata Takalkar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Shruti Shetty

Namrata Takalkar



3.11. All the ballot papers / polling paper so received were duly scrutinized, numbered and initialed and the shareholding were matched / confirmed with the Register of members of the Company/list of beneficiaries as on 20th September, 2019 maintained by Registrar and Transfer Agent of the Company viz. Bigshare Services Private Limited and the authorizations /proxies lodged with the Company. The Ballot papers / Polling papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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

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, 2019 and the Balance Sheet as at that date and the Auditors' Report thereon

(i) Voted in favor of Resolution

	Remote e-voting	Voting by Ballot paper	Total
Number of Members voting (in person or by proxy)	23	11	34
Number of votes cast by them	8976582	576	8977158
% of Total Number of valid votes cast	99.99%	0.01%	100%

(ii) Voted against the Resolution

	Remote e-voting	Voting by Ballot paper	Total
Number of Members voting (in person or by proxy)	-	-	-
Number of votes cast by them	-	-	-
% of Total Number of valid votes cast	-	-	-

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	-	-	-
Number of votes cast by them	-	-	-





Item No. 2 - As an Ordinary Resolution

To appoint Mr. Samir Harakhchand Shah (DIN 05192199), who retires by rotation and being eligible, offers himself for re-appointment as a Director

(i) Voted in favor of Resolution

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	22	11	33
Number of votes cast by them	8976552	576	8977128
% of Total Number of valid votes cast	99.99%	0.01%	100%

(ii) Voted against the Resolution

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	1	-	1
Number of votes cast by them	30	-	30
% of Total Number of valid votes cast	Negligible	-	Negligible

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	-	-	-
Number of votes cast by them	-	-	-



Zalak Mehta



Item No. 3 – As an Ordinary Resolution:

To ratify appointment of M/s. Vivekanandan Associates, Chartered Accountants, Chennai (Firm Registration No. 05268S) as Statutory Auditors of the Company:

(i) Voted in favor of Resolution

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	22	11	33
Number of votes cast by them	8976552	576	8977128
% of Total Number of valid votes cast	99.99%	0.01%	100%

(ii) Voted against the Resolution

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	1	-	1
Number of votes cast by them	30	-	30
% of Total Number of valid votes cast	Negligible	-	Negligible

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	-	-	-
Number of votes cast by them	-	-	-





Item No. 4 – As an Ordinary Resolution:

To appoint Mr. Parthasarathy Sethuraman (DIN 08278159) as an Independent Director of the Company

(i) Voted in favor of Resolution

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	22	11	33
Number of votes cast by them	8976552	576	8977128
% of Total Number of valid votes cast	99.99%	0.01%	100%

(ii) Voted against the Resolution

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	1	-	1
Number of votes cast by them	30	-	30
% of Total Number of valid votes cast	Negligible	-	Negligible

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	-	-	-
Number of votes cast by them	-	-	-



ZB Mehta



Item No. 5 – As an Ordinary Resolution:

To appoint Mrs. Virginie Bompoil (DIN 08104837) as an Independent Director of the Company

(i) Voted in favor of Resolution

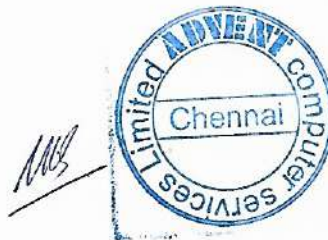
	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	22	11	33
Number of votes cast by them	8976552	576	8977128
% of Total Number of valid votes cast	99.99%	0.01%	100%

(ii) Voted against the Resolution

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	1	-	1
Number of votes cast by them	30	-	30
% of Total Number of valid votes cast	Negligible	-	Negligible

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot Paper	Total
Number of Members voting (in person or by proxy)	-	-	-
Number of votes cast by them	-	-	-



ZB Mehta



4. All papers and relevant records containing details of equity shareholders, who voted "IN FAVOR" or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting and voting by use of ballot form done at the AGM shall remain in my safe custody until the Chairman approves and signs the Minutes of the 34th AGM and the same shall be handed over to Company Secretary as authorized by the Board for safe keeping.

Thanking You,

Place: Chennai
Date: 27th September, 2019



Zalak Mehta
Practising Company Secretary
Scrutinizer
ACS No. A47030
C. P. No. 19822

Countersigned by:
For Advent Computer Services Limited


Michael Arul
Chairman & Managing Director

