

ADVENT

**31st
ANNUAL REPORT
2016**

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)



31st ANNUAL GENERAL MEETING

Date : 27th September, 2016
 Day : Tuesday
 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
 Additional Director (w.e.f. 13.04.2016)
 Additional Director (w.e.f. 13.04.2016)

KEY MANAGERIAL PERSONNEL

Mr. K. S. Govindarajan
 Ms. Kshama Wazkar (w.e.f. 13.04.2016)

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

VISWESWARAN & CO
 Chartered Accountants

REGD. OFFICE & WORKS

New No.121, Old No.347
 Pantheon Road, Egmore
 Chennai – 600 008.
 Tel: 044- 45580095 ; Fax: 044-28193688
 Email: compliance.officer@adventcomputer.in
 Website: www.adventcomputer.in
 CIN: L33111TN1984PLC010675

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.
 E-2&3, Ansa Industrial Estate, Sakivihar Road,
 Sakinaka, Andheri(E), Mumbai - 400 072.
 Tel: 022-40430200 / 022-28476052
 Fax: 022-28475207
 Email: info@bigshareonline.com

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the members of Advent Computer Services Limited will be held on Tuesday, the 27th September, 2016 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, 2016 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.”

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Michael Arul (DIN 00885978), as Chairman and Managing Director of the Company. To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to recommendation of the Board, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Michael Arul as Chairman and Managing Director of the Company, not liable to retire by rotation, with effect from 12th March, 2016 to 11th March, 2021, upon the terms and conditions including remuneration recommended by Nomination and Remuneration Committee & agreed by Board of Directors and the said remuneration shall not exceed the limits of Schedule V to the Companies Act, 2013 or any amendments thereto”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

4. **Appointment of Ashok Arthur Jaipal as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashok Arthur Jaipal (DIN 00934068), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 13th April, 2016 and whose term of office expires at this Annual General Meeting ('AGM') and

in respect of whom the Company has received a Notice in writing from him alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from September 28, 2016 to September 27, 2021.”

5. Appointment of Shree Kumar Narayan as an Independent Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shree Kumar Narayan (DIN 07438879), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 13th April, 2016 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from him along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from September 28, 2016 to September 27, 2021.”

6. Increasing of Borrowing Limit:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED that pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow money in excess of the aggregate of the paid up capital and free reserves of the Company from time to time provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the company's bankers / lenders in the ordinary course of business, shall not be in excess of Rs. 100 crores (Rupees One Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalise, settle, and execute with any of the Bankers / Lenders jointly or severally, all deeds, documents, instruments and writings for the purpose of borrowing and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing the aforesaid resolution and to resolve any question, difficulty or doubt which may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

7. Increasing in the limit of Mortgage of Asset:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED that pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages, hypothecations in additions to the existing charges, mortgages and hypothecations created by the Company, on such moveable and immovable properties, both present and future and in such manner as the Board may deem fit, together with power to take over the management and concern of the company in certain events, in favour of Banks/Agencies/ Trustees for Debentures/ Bonds to secure borrowings from time to time provided that the aggregate of borrowings so secured shall not exceed Rs. 100 Crores (Rupees One Hundred Crores) outstanding at any time exclusive of interest, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the company in respect of such borrowings.

RESOLVED FURTHER that for the purpose of giving effect to the above Resolution, the board be and is hereby authorized and empowered to finalize, settle and execute requisite agreements, documents, deeds, indemnities, guarantees, declarations or other legal undertakings and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid.”

Place: Chennai
Date: 12th August, 2016

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 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 16th September, 2016 to 27th September, 2016 (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. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting and the information required in respect of appointment/ reappointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards – II on General Meetings under item 3 to 6 are annexed hereto respectively.
8. 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.
9. 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.
10. The route map showing direction to reach the venue of the 31st Annual General Meeting is annexed.
11. **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 31st 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 24th September, 2016 (9.00 a.m.) and ends on 26th September, 2016 (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 20th September, 2016, 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 20th September, 2016.
 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.

The brief background of the Directors proposed to be re-appointment / appointment are given below:

Name of the Director	Mr. Michael Arul	Mr. Shree Kumar Narayan	Mr. Ashok Arthur Jaipal
DIN	00885978	07438879	00934068
Date of Birth	11.03.1946	03.03.1956	23.07.1953
Qualification	Bachelor of Engineering (B.E.)	B. Com., Member of the Institute of Internal Auditors, Intermediate Examination from Institute of Chartered Accounts.	B.Sc Physics, CAIIB - Indian Institute of Bankers
Date of Appointment	22.02.1984	13.04.2016	13.04.2016
List of other Directorship held	1. CCG TECHNOLOGIES INDIA PRIVATE LIMITED 2. TECWAYS INDIA PRIVATE LIMITED	NIL	1. FAIRWINDS ASSET MANAGERS LIMITED 2. TEMPLE FINANCIAL CONSULTANTS PRIVATE LIMITED
Chairman / Member of the Committee of the Board of other Companies	NIL	NIL	NIL
Shareholding of the Director	77	NIL	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3:

Mr. Michael Arul, who was appointed Managing Director of the Company by the members on 14th August, 2012 to hold office for a period of 5 years has attained the age of 70 years on 11th March, 2016 and hence continuation of his employment as Managing Director requires the approval of members by way of a Special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Mr. Michael Arul has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Michael Arul as Chairman and Managing Director.

Mr. Michael Arul, being the promoter of the Company has not drawn any remuneration from the Company in the previous appointment as there were insufficient profits in the Company. Keeping view of this, only minimum remuneration will be provided to Mr. Michael Arul that too when there will be surplus profits in the business of the Company. Mr. Michael Arul will not be given any remuneration in case of insufficient profit or loss. The remuneration, if provided, shall be within the limits of Schedule V to the Companies Act, 2013. The Board and Mr. Michael Arul has both agreed to the following terms and conditions.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution on 12th February, 2016 approving continuation of Mr. Michael Arul, as Chairman and Managing Director of the Company. The tenure for the said re-appointment shall be of five years with effect from 12th March, 2016 to 11th March, 2021. This is subject to the approval of the shareholders at this Annual General Meeting.

Except Mr. Michael Arul, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Item No. 4:

Mr. Ashok Arthur Jaipal (DIN 00934068) was appointed as an Additional (Independent) Directors of the Company with effect from 13th April, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ashok Arthur Jaipal holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Ashok Arthur Jaipal has given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act.

The brief background of the Director has been given above.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for appointment of Mr. Ashok Arthur Jaipal as an Independent Director, not liable to retire by rotation.

Except Mr. Ashok Arthur Jaipal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Item No. 5:

Mr. Shree Kumar Narayan (DIN 07438879) was appointed as an Additional (Independent) Director of the Company with effect from 13th April, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Shree Kumar Narayan holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Shree Kumar Narayan has given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act.

The brief background of the Director has been given above.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Mr. Shree Kumar Narayan as an Independent Director, not liable to retire by rotation.

Except Mr. Shree Kumar Narayan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Item No. 6:

In terms of Section 180 (1)(c) of the Companies Act, 2013, consent of the members of the Company in General Meeting by way of a Special Resolution is required for the Board of Directors of the Company (“the Board”) to borrow monies for the purpose of the business of the Company, (apart from temporary loans obtained from the Company's bankers) in excess of the paid up capital of the Company and its free reserves, that is to say, reserves, not set apart for any specific purpose.

It is hence proposed that the approval of the members be sought to borrow a sum not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) over and above the aggregate of the paid up capital and free reserves of the Company, to comply with the Section 180(1)(c) of the Companies Act, 2013.

Your Directors recommend the resolution set out in item no.6 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Item No. 7:

To meet its long term fund requirements, the Company will be required to borrow monies from various lending agencies from time to time including through issue of debentures/bonds. As security for these borrowings/issue of debentures or bonds, the Company is required to create mortgages/charges on certain movable and immovable properties of the company as may be required as per the terms of the borrowings/issue of debenture or bonds. In terms of Section 180(1)(a) of the Companies Act, 2013, it is necessary for the Company to obtain approval of the members by way of a Special Resolution for creation of mortgage/charge/hypothecation in favour of the lending agencies/debenture trustees.

It is hence proposed that the approval of the members be sought to create the mortgages/charges on the company's properties, to comply with Section 180(1)(a) of the Companies Act, 2013.

Your Directors recommend the resolution set out in item No. 7 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Place: Chennai
Date: 12th August, 2016

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 31st Annual Report and the Audited Accounts for the financial year ended 31st March, 2016.

FINANCIAL RESULTS:

	CURRENT YEAR	PREVIOUS YEAR
	2016	2015
	(Rs. In Lacs)	(Rs. In Lacs)
Sales & Services	47.61	31.33
Other Income	0.00	0.00
Total Income	47.61	31.33
Total Expenditure	46.18	30.86
Profit / (Loss) for the period	1.43	0.47
Provision For Tax	0.27	0.09
Balance Carried Forward	1.16	0.38

OPERATIONS

During the year under review, the Company has recorded the higher total income of Rs. 47.61 lacs as compared to Rs. 31.33 lacs for the previous year and Net Profits after tax of Rs. 1.16 lacs for the year as compared to the profits of Rs. 0.38 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 2016-17 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 2015-16, the Company held 4 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	28 th May 2015	4	4
2	13 th Aug 2015	4	4
3	10 th Nov 2015	4	4
4	12 th Feb 2016	4	4

One Separate Meeting of the Independent Director was held on 12th February, 2016.

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. Mr. Ashok Arthur Jaipal & Mr. Shree Kumar Narayan who are proposed to be appointed on this Annual General Meeting, subject to approval of shareholders, have too provided Declaration.

BOARD EVALUATION

The formal annual evaluation of the Board and individual directors has been carried out as contemplated under the code for Independent Directors in Schedule VI to the Companies Act, 2013, as per the criteria laid down by the Nomination & Remuneration Committee of the Board.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

- Mr. Shree Kumar Narayan & Mr. Ashok Arthur Jaipal were appointed as Additional Directors on 13th April, 2016.
- Mr. Rohit Taparia, Company Secretary & Compliance Officer resigned w.e.f. 31st May, 2015. Miss Noshin Thanawala who was appointed as Company Secretary & Compliance Officer w.e.f. 1st June, 2015 resigned w.e.f. 15th February, 2016. Ms. Kshama Wazkar was later appointed as Company Secretary and Compliance Officer w.e.f. 13th April, 2016.
- Mr. K.S. Govindarajan was appointed as Chief Financial Officer (C.F.O.) of the Company w.e.f. 28th May, 2015 and continues to be the Chief Financial Officer (C.F.O.).

OTHER DISCLOSURES:

- BSE Ltd. had suspended trading in securities of the Company due to Surveillance measures w.e.f. 27th August, 2015. Though, the suspension of trading in securities was revoked by BSE Ltd. w.e.f. 1st December, 2015.
- The Company during the year had faced damages and loss of some records, data & documents at the Registered Office of the Company due to heavy rains & floods in Chennai. The Company had taken note of the same in the Board Meeting held on 12th February, 2016 & the management is taking necessary steps to recollect & restore the data & records

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 2016-17. 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 in the Board Meeting held on 13th April, 2016 to perform Secretarial Audit for the year 2015-2016. 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 - updating of policy was mainly due to ambiguity and uncertainty of the applicability of the same. The Board of Director has rectified the other observation regarding to non-appointment of Internal Auditor & Company Secretary by appointing them. However, the company would also ensure in future that all the provisions are complied with the fullest extent.

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)**

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, 2016; 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, 2016, 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.

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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year 2015-16, the company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

The Company has not entered into contract with related parties within the meaning of Section 188(1) of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

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 Nomination & Remuneration Committee of the Board has laid down the policy on Director's appointment, remuneration and criteria for determining qualifications, independence of directors, etc in Nomination and Remuneration Policy. The Nomination and Remuneration Policy under Section 178(3) of the Companies Act, 2013, is annexed in this Annual Report **(ANNEXURE C)**. The details of payment of remuneration paid to Executive, Non- Executive and Independent Directors are disclosed in Nomination and Remuneration Committee of the Corporate Governance Report.

DEPOSITS

During the year under review, the Company has not accepted any fixed deposits from the public.

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 D** to Director Report.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION ANALYSIS

A separate report on the Corporate Governance and Management Discussion Analysis for the year under review, as stipulated under Schedule V to the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, has been attached in a separate section as part of this annual report.

ACKNOWLEDGEMENT

Your Directors would like to take this opportunity to express sincere gratitude for the assistance and co-operation from the employees, Bankers, Customers, Vendors and Shareholders during the year under review.

Place: Chennai

Date: 12th August, 2016

For and on behalf of the Board of Directors

Sd/-

MICHAEL ARUL

Chairman & Managing Director

ANNEXURE A TO DIRECTOR REPORT

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016**

Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L33111TN1984PLC010675
2.	Registration Date	22/02/1984
3.	Name of the Company	ADVENT COMPUTER SERVICES LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares / Indian Non Government Company
5.	Address of the Registered office & contact details	New No.121, Old No.347, Pantheon Road, Egmore, Chennai – 600008. Tel: 044-45580095; Fax: 044-28193688; Email Id: compliance.officer@adventcomputer.in
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072 Tel: 022-28470652/022-40430200; Fax: 022-28475207

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
Computer Programming, Consultancy and Related Activities	620	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company does not have any Holding, Subsidiary and Associate Company as on 31st March, 2016

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	77	0	77	0.0005	77	0	77	0.0005	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A)(1)	77	0	77	0.0005	77	0	77	0.0005	0

(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	8760000	0	8760000	53.8291	8760000	0	8760000	53.8291	0
d) Banks / Financial Institution	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub Total (A)(2)	8760000	0	8760000	53.8291	8760000	0	8760000	53.8291	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	8760077	0	8760077	53.8296	8760077	0	8760077	53.8296	0

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	660	660	0.0041	0	660	660	0.0041	0
b) Banks / FI	32100	0	32100	0.1973	32100	0	32100	0.1973	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	32100	660	32760	0.2013	32100	660	32760	0.2013	0

ADVENT COMPUTER SERVICES LIMITED

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	741407	5790	747197	4.5914	773042	30	773072	4.7504	+0.159
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2762655	221064	2983719	18.3346	3485373	236784	3722157	22.8722	+4.5376
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3544825	56250	3601075	22.1282	2790309	45000	2835309	17.4226	-4.7056
c) Others (specify)									
-Non Resident Indians	26190	0	26190	0.1609	26010	0	26010	0.1598	-0.0011
-Overseas Corporate Bodies	10000	112500	122500	0.7527	10000	112500	122500	0.7527	0
-Foreign Nationals	0	0	0	0	0	0	0	0	0
-Clearing Members	200	0	200	0.0012	1833	0	1833	0.0013	+0.0001
-Trusts	0	0	0	0	0	0	0	0	0
-Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	7085277	395604	7480881	45.9691	7086567	394314	7480881	45.9691	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	7117377	396264	7513641	46.1704	7117377	396264	7513641	46.1704	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	15877454	396264	16273718	100.00	15877454	396264	16273718	100	0

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	CCG GMBH	8760000	53.8291	0	8760000	53.8291	0	0
2	MICHAEL ARUL	77	0.0005	0	77	0.0005	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change) – NO CHANGES

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year as on 01/04/2015	8760077	53.8296	8760077	53.8296
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	NO CHANGES	NO CHANGES	NO CHANGES	NO CHANGES
	At the end of the year as on 31/03/2016	8760077	53.8296	8760077	53.8296

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. Of shares	% of total shares of the company	No. Of shares	% of total shares of the company
1.	JASH NIRAL SHAH:				
	At the beginning of the year as on 31/03/2015	40000	0.2458	40000	0.2458
	Transaction (Purchase/sale) from 01/04/2015 to 31/03/2016			68000	0.4178
	At the end of the year as on 31/03/2016			108000	0.6636
2.	PRITHVI FINMART PRIVATE LIMITED:				
	At the beginning of the year as on 31/03/2015	0	0	0	0
	Transaction (Purchase/sale) from 01/04/2015 to 31/03/2016			87000	0.5346
	At the end of the year as on 31/03/2016			87000	0.5346
3.	BABULAL JAIN				
	At the beginning of the year as on 31/03/2015	63314	0.3891	63314	0.3891
	Transaction (Purchase/sale) from 01/04/2015 to 31/03/2016			19310	0.1186
	At the end of the year as on 31/03/2016			82624	0.5077
4.	ANIL MOHANLAL THAKKER				
	At the beginning of the year as on 31/03/2015	90000	0.5530	90000	0.5530
	Transaction (Purchase/sale) from 01/04/2015 to 31/03/2016			(90000)	(0.5530)
	At the end of the year as on 31/03/2016			0	0

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MICHAEL ARUL:				
	At the beginning of the year as on 01/04/2015	77	0.0005	77	0.0005
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			NO CHANGES	NO CHANGES
	At the end of the year as on 31/03/2016			77	0.0005

None of the Directors & Key Managerial Personnel other than Mr. Michael Arul has shares of the Company.

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	7311384	0	7311384
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	7311384	0	7311384
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	7311384	0	7311384
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	7311384	0	7311384

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Michael Arul- Managing Director*	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	N.A.	N.A.
	Total (A)	NIL	NIL

*In view of adverse financial position of the company, Mr. Michael Arul, Managing Director & Promoter of the Company has not drawn any remuneration.

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Independent Directors			Total Amount
		Mr. Shaji John Abraham	Mr. Darius Minoo Belgamvala	Mrs. Piroja Belgamvala	
1	Independent Directors				
	Fee for attending board committee meetings	8000	8000	8000	24000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	8000	8000	8000	24000
2	Other Non-Executive Directors	NA	NA	NA	NA
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	8000	8000	8000	24000
	Total Managerial Remuneration	8000	8000	8000	24000
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
(Rs. In lacs)

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary		CFO – Mr. K.S. Govindarajan	
		Mr. Rohit Taparia*	Ms. Noshin Thanawala**		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.24	1.28	1.51	3.03
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	0.24	1.28	1.51	3.03

* Mr. Rohit Taparia resigned w.e.f. 31.05.2015

** Ms. Noshin Thanawala was appointed w.e.f. 01.06.2015 & she resigned on 15.02.2016.

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There was no penalties / punishment / compounding of offences for the year ended 31st March, 2016.

ANNEXURE B TO DIRECTOR REPORT**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Advent Computer Services Limited
New No. 121, Old No. 347,
Pantheon Road, Egmore,
Chennai – 600008.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **ADVENT COMPUTER SERVICES LIMITED** (hereinafter called “the company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns are filed and other records are maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have scrutinized the books, papers, minute books, forms and returns filed and other records maintained by “the Company” for the financial year ended on 31st March, 2016, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations, 2015;
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Other Applicable Acts

- a) The Payment of Wages Act, 1963
- b) Employee's Provident Fund and Miscellaneous Provisions Act, 1952
- c) Payment of Gratuity Act, 1972

- d) The Employee Compensation Act, 1923
- e) Equal remuneration Act, 1976
- f) The Water (Prevention and Control of Pollution) Act, 1974
- g) The Air (Prevention and Control of Pollution) Act, 1974

I have also reviewed the compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd.

However, during the period the Company had faced damages and loss of some records, data & documents at the Registered Office of the Company due to heavy rains & floods in Chennai. The Company had taken note of the same in the Board Meeting held on 12th February, 2016 & the management is taking necessary steps to recollect & restore the data & records. Due to this, some past records, data, information were not available for audit. Hence, my audit involves scrutiny of data, records available with the Company, documents filed with regulatory & as per the representation made by the Company.

During the period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **except** to the extent as mentioned below:

1. The Company has not appointed Internal Auditor of the Company for the year 2015-2016.
2. The Company has not prepared the "Policy on Preservation of Documents" as per the Reg. 9 of SEBI (Listing Obligation & Disclosure Requirement), 2015 & "Archival Policy" as per Reg. 30(8) of SEBI (Listing Obligation & Disclosure Requirement), 2015. The same has not been disclosed on the website of the Company.
3. There was no Company Secretary from 16th February, 2016 to 12th April, 2016. However, the Company had appointed the Company Secretary on 13th April, 2016.

I further report that the Board of Directors of the Company are duly constituted, maintaining proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through, while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company had following event having a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

BSE Limited had suspended trading in the shares of the Company w.e.f. 27th August, 2015 due to surveillance measures & the shares of the Promoter / Promoter Group were freeze due to suspension. However, the suspension in trading of the shares of the Company was revoked by BSE Ltd. w.e.f. 1st December, 2015 after the necessary clarifications given by the Company.

Place: Mumbai
Date: 23rd May, 2016

Nivya Mandawat
Sd/-
Practising Company Secretary
A.C.S. No. 27566

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE - A'

To,
The Members,
Advent Computer Services Limited
New No. 121, Old No. 347,
Pantheon Road, Egmore,
Chennai – 600008.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: 23rd May, 2016

Nivya Mandawat
Sd/-
Practicing Company Secretary
A.C.S No. 27566

ANNEXURE C TO DIRECTOR REPORT
NOMINATION AND REMUNERATION POLICY

A. Introduction

This Policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company in compliance of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

B. Composition of the Committee

The Committee comprises of following Directors:

Sr. No	Name of the Director	Position	Category
1.	Mr. Darius Minoo Belgamvala	Chairperson	Independent Director
2	Mr. Shaji John Abraham	Member	Independent Director
3	Mrs. Piroja Belgamvala	Member	Independent Director

The Company Secretary of the Company shall act as Secretary of the Committee.

The Board has power to re-constitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement.

C. Definitions

“The Company” means ADVENT COMPUTER SERVICES LIMITED.

“Committee” means Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board, from time to time.

“Key Managerial Personnel” (KMP) means:

- I. Managing Director or the Manager;
- II. Company Secretary;
- III. Chief Financial Officer;

“Senior Management Personnel means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

D. Applicability

This Policy is applicable to all Directors, Key Managerial Personnel (KMP) and Senior Management Personnel.

Senior Management Personnel shall include all officers of the Company at the level above of General Manager.

E. Role of Committee

The role of the Committee inter alia will be the following:

- I. To identify persons who are qualified to become Directors, KMP and Senior Management personnel;

- II. To recommend to the Board for appointment and removal of Director, KMP and Senior Management personnel;
- III. To formulate criteria for determining qualification, positive attributes and independence of a Director;
- IV. To formulate criteria for evaluation of Independent Director and the Board;
- V. To recommend to the Board a policy for remuneration of Directors, KMP and Senior Management Personnel;
- VI. To formulate the policy of remuneration and ensure that:
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and;
 - c. Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- VII. To devise a policy on Board diversity;
- VIII. To carry out any other responsibilities and duties delegated to it by the Board from time to time.

F. Appointment Criteria and Qualifications

- I. The Committee shall identify, ascertain the integrity, qualification, expertise, experience of a person and recommend to the Board for his / her appointment as Director/ KMP/Senior Management Personnel of the Company.
- II. In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity based on the specific needs and business of the Company.
- III. The Director, KMP and Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013 and Rules made thereunder, Listing Regulations or any other enactment for the time being in force.
- IV. The Committee shall identify persons who are qualified to become Director and shall carry out the evaluation of every Directors performance.
- V. The Committee shall identify persons who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

G. Term / Tenure of Appointment

The Term / Tenure of the Director shall be governed by the provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

H. Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, Rules made thereunder or under any other applicable Act, Rules and Regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP and Senior Management Personnel subject to the provisions and compliance of the said Act, Rules and Regulations.

I. Retirement

The Director, KMP and Senior Management personnel of the Company shall be eligible for retirement as per the applicable provisions of the Companies Act, 2013 and any prevailing policy of the Company in relation to retirement of employees.

J. Remuneration

The Committee will recommend the remuneration to be paid to the Director, KMP and Senior Management Personnel to the Board for their approval.

i. Remuneration to Executive Director

The Remuneration/ Compensation/ Commission etc. to be paid to Executive Director shall be governed as per provisions of the Companies Act, 2013 and Rules made thereunder or any other enactment for the time being in force.

ii. Non Executive Independent Directors

The Non-Executive Independent Director may receive remuneration / compensation /commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and Rules made thereunder or any other enactment for the time being in force.

iii. KMP/ Senior Management Personnel

The Remuneration to be paid to KMP/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any, prescribed under the Companies Act, 2013 and Rules made thereunder or any other enactment for the time being in force.

K. Evaluation

The Committee shall carry out evaluation of performance of each director of the Company on a yearly basis.

The Committee shall monitor and review board evaluation framework, conduct an assessment of the performance of the Board against criteria as determined and approved by the Committee.

The performance evaluation of Independent Directors shall be done by the entire Board of Directors, on the basis of recommendations of the Committee (excluding the director being evaluated).

L. Amendments

This policy can be amended by the Board of Directors on its own or based on the recommendation made by the Nomination and Remuneration Committee from time to time.

Place: Chennai

Date: 12th August 2016

For and on behalf of the Board of Directors

Sd/-

MICHAEL ARUL

Chairman & Managing Director

ANNEXURE D TO DIRECTORS' REPORT**Disclosure under Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No.	Requirement	Disclosure		
		Name of the Director / KMP	Ratio	
i.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Mr. Michael Arul (Managing Director)*	NA	
		Mr. Shaji John Abraham(NEID)	NA	
		Mr. Darius Belgamvala (NEID)	NA	
		Mrs. Piroja Belgamvala (NEID)	NA	
		Mr. Rohit Taparia (Resigned as Company Secretary on 31.05.2015)	NA	
		Ms. Noshin Thanawala (Appointed as Company Secretary w.e.f. 01.06.2015 & resigned on 15.02.2016)	NA	
		Mr. K.S. Govindarajan (Appointed as C.F.O. w.e.f. 28.05.2015)	NA	
		*In view of of insufficient profits of the company, Mr. Michael Arul, Chairman & Managing Director of the Company has not drawn any remuneration during the year 2015-16. NEID – Non Executive Independent Director are paid only sitting fees & for this purpose sitting fees paid to director have not been considered remuneration		
		ii.	The percentage increase in remuneration of each director, CFO and Company Secretary in the year.	Mr. Michael Arul (Managing Director)*
Mr. Shaji John Abraham(NEID)	NA			
Mr. Darius Belgamvala (NEID)	NA			
Mrs. Piroja Belgamvala (NEID)	NA			
Mr. Rohit Taparia (Resigned as Company Secretary on 31.05.2015)	NA			
Ms. Noshin Thanawala (Appointed as Company Secretary w.e.f. 01.06.2015 & resigned on 15.02.2016)	NA			
Mr. K.S. Govindarajan (Appointed as C.F.O. w.e.f. 28.05.2015)	NA			
*In view of of insufficient profits of the company, Mr. Michael Arul, Chairman & Managing Director of the Company has not drawn any remuneration during the year 2015-16. NEID – Non Executive Independent Director are paid only sitting fees & for this purpose sitting fees paid to director have not been considered remuneration.				

- iii. The median remuneration of employees of the Company during the financial year was Rs. 1.05 Lakhs;
- iv. In the financial year, there was no change in the median remuneration of employees;
- v. There were 2 permanent employees on the rolls of Company as on 31st March, 2016;
- vi. Relationship between average increase/ decrease in remuneration and company performance:

The Profit before Tax for the financial year ended 31st March, 2016 stood at Rs. 1.44 lakhs from profit of Rs.0.47 lakhs posted in the same period last year. There was no change in the median remuneration. The average increase in median remuneration was in line with the performance of the Company.

- vii. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

The total remuneration of Key Managerial Personnel increased from Rs. 0.55 Lakhs in FY 2014-15 to Rs. 3.03 Lakhs in FY 2015-16, whereas profit before tax stood at Rs. 1.44 lakhs in FY 2015-16 from profit of Rs. 0.47 lakhs posted in the same period last year.

- viii. a) Variations in the market capitalization of the Company: The market capitalization as on 31st March, 2016 was Rs. 7.32 crores (Rs. 5.16 crores as on 31st March, 2015).

b) Price Earnings ratio of the Company was nil as at 31st March, 2016 and was nil as at 31st March, 2015 as the earning per share for 31st March, 2016 & 31st March, 2015 was Rs. 0.00.

c) Market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer: Not applicable as the company has not made any public offer.
- ix. No Increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16:
- x. The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy of the Company.
- xi. Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not applicable as Managing Director did not draw any remuneration in the year 2015-16 & other Directors were paid only sitting fees which has not been considered in Remuneration.
- xii. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

Place: Chennai
Date: 12th August, 2016

For and on behalf of the Board of Directors
Sd/-
MICHAEL ARUL
Chairman & Managing Director

ANNEXURE E TO DIRECTORS' REPORT**INFORMATION AS REQUIRED UNDER DISCLOSURES AS PER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014****A. CONSERVATION OF ENERGY**

The activities of the Company require minimal consumption of energy and every effort has been made to ensure the optimal use of energy. All possible measures have been taken to conserve energy.

B. TECHNICAL ABSORPTION

The Company has developed expertise for technology required for its business and the same has been fully absorbed.

C. DETAILS OF POWER AND FUEL CONSUMPTION

Not applicable due to nature of business

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange earnings:	Rs. 47.61 lakhs
Foreign Exchange outgo:	NIL

Place: Chennai

Date: 12th August, 2016

For and on behalf of the Board of Directors

Sd/-

MICHAEL ARUL

Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

The company continues to focus on developing and acquiring new technologies in Information and Communication Technologies. In addition, the company is looking for business relationship with companies in India and abroad for creating synergies and reducing the time to market that will generate profitable business in the coming financial year.

OPPORTUNITIES:

The company has identified several Indian companies that have created specific business opportunities in the Mobile Money space in India and abroad. The company has been in discussion with these companies on how they can leverage the technologies that have been developed / acquired by the company and thus create higher enterprise values. These discussions are likely to lead to a business arrangement with these companies that could include technology transfer, mergers/acquisitions or any other joint initiatives that could benefit both parties.

This approach will reduce the time to market for the company to enter markets in India and abroad. The company expects to generate profitable revenues in the coming financial year by following this strategy as far as the Mobile Money space is concerned.

Our efforts in setting up Knowledge Processing Centers for servicing the international market has been deferred due to dramatic changes in technologies in the Western countries that has to be evaluated before the company invests in such offshore facilities.

The Electronic Waste opportunity in India was also deferred due to market conditions in India that makes this business more challenging than the Western Countries where generators of e- waste are generally willing to pay e-waste processing companies to remove e-waste from them.

The company is also looking for other opportunities in technology which can generate profitable business in the short term without long gestation periods.

THREATS:

The threat to our company remains from the challenge of raising funds for its business. Given the scale of the opportunity the funds required are significant and this presents a continuing hurdle for the company to achieve its business goals. In India, e-waste generators expect to be paid by e-waste processing companies making it much more difficult for e- waste companies to be profitable. Other threats to the Company are the changes in regulations & policies & slowdown in large emerging market economies which continues to be a big threat to our Company.

OVERALL OUTLOOK OF THE COMPANY:

The overall outlook for the company is good since it has decided to focus on just one line of business i.e. Mobile Money thus conserving its resources. The company is in discussions with suitable investors who have shown interest in the company's ability to address this space in a unique way with its proprietary technologies. The current discussions with investors show positive support for such business project.

INTERNAL CONTROL SYSTEM

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

FINANCIAL PERFORMANCE

1. Financial Statements:

The financial statement for the year ended 31st March,2016 have been prepared in compliance with the requirements of the Companies Act,2013 and generally accepted accounting principles in India.

2. Fixed Assets:

During the year company has incurred expenditure of Rs. 69,945 towards the Capital Work in progress pertaining to Intangible Asset.

3. Inventories:

Not Applicable

4. Sundry Debtors:

The sundry debtors as on 31st March, 2016 were Rs.22.75 lakhs as against sale of Rs.47.61 lakhs for the year ended 31st March, 2016.

5. Financial Performance:

The net profit for the year was Rs. 1.16 lakhs as compared to net profit of Rs. 0.38 lakhs in the previous year.

6. Risks and concern:

As is well known, the business of software is associated with various risks and competition. The fast obsolescence of technologies and the availability of advanced technologies at reasonable costs are also areas of concern. However, the management would endeavor to overcome these risks and concerns with suitable steps at appropriate time.

7. Human Resources:

The company is outsourcing required manpower and hence the employee's strength is negligible. The company is not facing any human relationship problem.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates or expectations may be "forward looking" within the meaning of the applicable securities, laws and regulations. Actual results could differ substantially or materially from those expressed or implied. Important factors that would make a difference to the Company's operations include a downtrend in the global markets, changes in government policies and regulations, tax regimes, litigation and significant changes in the political and economic environment and such other factors.

CORPORATE GOVERNANCE REPORT**1. ADVENT'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Transparency in all dealings, effective control and management of organization, investor friendly attitude towards shareholders has been the basic objective of the Corporate Governance of the Company. An effective Corporate Governance practice makes the strong foundation for the business enterprise to last. The Company's philosophy on Corporate Governance ensures ethical behavior and fairness towards stakeholders comprising regulators, employees, customers, vendors, investors.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges. The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and regulation 17 to 27 read with Schedule II, Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

2. Board of Directors

The present strength of the Board is 4 directors, comprising of 3 Non - Executive Independent Directors, as stated below. The composition of board is in conformity with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with Section 149 of the Act.

None of the Directors holds directorship in more than 20 companies and more than 10 public companies. None of the Independent Directors are on Board of more than 7 listed companies. Further, none of them is a member of more than 10 committees or chairman of more than 5 committees.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

1.	Mr. Michael Arul (DIN 00885978)	Executive (Chairman and Managing Director)
2.	Mr. Shaji John Abraham (DIN 01454398)	Non – Executive Director (Independent)
3.	Mr. Darius Minoo Belgamvala (DIN 01634401)	Non – Executive Director (Independent)
4.	Mrs. Piroja Belgamvala (DIN 06433045)	Non – Executive Director (Independent)
5.	Mr. Shree Kumar Narayan (DIN 07438879)*	Non – Executive Director (Independent)
6.	Mr. Ashok Arthur Jaipal (DIN 00934068)*	Non – Executive Director (Independent)

*appointed on 13.04.2016

Necessary disclosures have been obtained from all the directors regarding their directorship and have been taken on record by the Board.

3. Board Meeting and Attendance :

Four Board Meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meeting were held:

28th May, 2015, 13th August, 2015, 10th November, 2015, 7th December 2015 (Resolution By Circulation) & 12th February, 2016.

During the year, one meeting of the Independent Director was held on 12th February, 2016. The Independent Directors, inter-alia, reviewed the performance of non-independent director, Chairman of the Company and the Board as a whole.

The Thirtieth Annual General Meeting was held on 26th September, 2015.

The necessary quorum was present for all the meetings.

During the year 2015-16, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

The Composition of the Board of Directors and their attendance at the Board Meetings during the year and at last Annual

Name of the Director	Category of Director	No. of Board Meetings Attended	Attendance at last AGM	No. of Directorships **	Committee memberships +	Committee chairmanship +
Mr. Michael Arul	Executive Director-MD	4	Yes	3	2	-
Mr. Shaji John Abraham	Non-Executive	4	No	4	2	1
Mr. Darius Minoo Belgamvala	Non-Executive	4	Yes	2	2	1
Mrs. Piroja Belgamvala	Non-Executive	4	Yes	1	2	1

**Including Directorships in Advent Computer Services Limited

+ Committees considered are Shareholders/Investor's Grievances committee, Audit committee, Remuneration Committee, Share Transfer committee in Advent Computer Services Limited.

4. COMMITTEES OF THE BOARD

A) Audit Committee

The Audit Committee has been mandated with the terms of reference as are specified in Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and as per the provision of Section 177 of the Companies Act, 2013. The Audit Committee consists of 1 Executive Director namely Mr. Michael Arul and 3 Non-Executive Independent Directors namely Mr. Shaji John Abraham, Mr. Darius Minoo Belgamvala and Mrs. Piroja Belgamvala. Mrs. Piroja Belgamvala is Chairman of the Audit Committee.

Four meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which said meetings were held are as follows:

28th May, 2015, 13th August, 2015, 10th November, 2015 and 12th February, 2016. The necessary quorum was present for all the meetings.

Attendance of Directors at the Audit Committee Meeting held during the year:

	Meetings held	Meetings attended
Mrs. Piroja Belgamvala (Chairman)	4	4
Mr. Michael Arul (Member)	4	4
Mr. Shaji John Abraham (Member)	4	4
Mr. Darius Minoo Belgamvala (Member)	4	4

B) NOMINATION & REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Company is constituted in line with provisions of Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Section 178 of the Act. The Committee consist of three Non- Executive Independent Directors namely Mr. Shaji John Abraham, Mr. Darius Minoo Belgamvala and Mrs. Piroja Belgamvala has been constituted. Mr. Darius Minoo Belgamvala is the Chairman of the Committee. The Committee is appointed with the terms of reference of identifying candidates for appointment / re-appointment of Directors, who are qualified to become part of Senior Management & deciding the remuneration of the Executive Director and Non-Executive Directors. It is also formulated to oversee the performance review of the Directors, KMP's and executive team.

Non-Executive Directors are not paid remuneration in any form, commission or otherwise. They are paid sitting fees of Rs. 2000/- for every meeting of the Board attended. The sitting fees paid to Non-Executive Directors for year ended 31st March, 2016 is as under:

Director	Sitting fees paid during the year
Mr. Shaji John Abraham	Rs. 8000
Mr. Darius Minoo Belgamvala	Rs. 8000
Mrs. Piroja Belgamvala	Rs. 8000

Remuneration paid to the Managing Director

In view of insufficient profits of the Company, Mr. Michael Arul, Managing Director of the company has not drawn any remuneration during the year ended 31st March, 2016.

C) STAKEHOLDER'S RELATIONSHIP COMMITTEE:

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

The Company had a shareholders / investors grievance committee of directors to look into the redressal of complaints of investors such as transfer/transmission/demat/credit/split/ duplicate of shares, non-receipt of dividend / notices / annual reports, etc.

The Committee consists of 1 Executive Director namely Mr. Michael Arul and 3 Non-Executive Independent Directors namely Mr. Shaji John Abraham, Mr. Darius Minoo Belgamvala and Mrs. Piroja Belgamvala. Mr. Shaji John Abraham is the Chairman of this committee.

Since the Company's shares are tradable only in demat form, only a few number of shares in physical form for transfer were received during the year. Further, the complaints of the above nature are promptly attended by the Compliance Officer.

During the year the Company/ Company's Registrar & Share Transfer Agent received 12 letters/queries/complaints from the shareholders, all of which have been attended to and resolved to date.

Mr. Rohit Taparia resigned as Company Secretary & Compliance Officer of the company w.e.f. 31st May, 2015. Miss Noshin Thanawala was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 1st June, 2015 and she resigned on 15th February, 2016. Ms. Kshama Wazkar was appointed as Company Secretary and Compliance Officer in place of Ms. Noshin Thanawala w.e.f. 13th April, 2016.

5. DETAILS OF GENERAL MEETINGS

Meeting	28th Annual General Meeting	29th Annual General Meeting	30th Annual General Meeting
DATE	28 th September, 2013	27 th September, 2014	26 th September, 2015
TIME	10.00 A.M	10.00 A.M	10.00 A.M
SPECIAL RESOLUTION	-	1	-
VENUE	Selva Rajeswari Hall, D.K. Complex, 21 st Main Road, Villivakkam, Chennai-600 099	Selva Rajeswari Hall, D.K. Complex, 21 st Main Road, Villivakkam, Chennai-600 099	Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032

6. DISCLOSURES:**A. Related party transactions**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. As per Section 188 of the Companies Act, 2013, and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 there are no materially significant related party transactions made by the company which may have potential conflict with interest of the company at large. The Board has approved a policy for related party transactions which has been uploaded on Company's website.

B. Management Disclosures

The Senior Management Personnel have been making disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management Personnel has entered into any such transactions during the year.

C. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years.

The Company has complied with the requirement of the Listing Agreement with the Stock Exchanges as well regulations and guidelines prescribed by SEBI.

There were no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital market during the last two years i.e. 2013-14 & 2014-15.

However, during the year 2015-16, BSE Limited had suspended trading in the securities of the Company w.e.f. 27th August, 2015 due to surveillance measure & shares of the Promoters were also freeze due to suspension. After the necessary clarification given by the Company to the Stock Exchange, the suspension was revoked by BSE Limited w.e.f. 1st December, 2015.

D. Prevention Of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when

the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code. The Code of Conduct for Prevention of Insider Trading has been published on website of the Company.

7. RISK MANAGEMENT FRAMEWORK:

The Board of Directors has adopted the Risk Assessment Procedures. The procedures provide an approach by the top Management to identify potential events that may affect the Company, to manage the risk within the risk appetite and to provide reasonable assurance regarding the achievement of objectives of the Company. The Senior Management prioritizes the risk and finalizes the action plan for mitigation of the risks. The action plan is presented to the Board of Directors periodically.

8. SUBSIDIARY COMPANY

The Company does not have any Subsidiary Company.

9. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism. The company affirms that no personnel have been denied access to the Chairman of the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee at e-mail id whistleblower@adventcomputer.in. The key directions/actions will be informed to the Managing Director of the Company.

10. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results are published in News Today (English) and Maalai Sudar (Tamil) newspapers. The Company does not send its quarterly report to each household of shareholders.

The financial results and official news release are also available on Company's website at www.adventcomputer.in

11. GENERAL SHARE HOLDER INFORMATION:

1	31 st Annual General Meeting Day, Date, Time and Venue	Tuesday, the 27 th September, 2016, 11.00 A.M. Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032
2	Financial Calendar Financial Reporting for	Quarter ending 30 th June, 2016 - End 14 th August, 2016. Quarter ending 30 th September, 2016 - End 15 th November, 2016. Quarter ending 31 st December, 2016- End 15 th February, 2017. Quarter ending 31 st March, 2017 - End 15 th May, 2017. The above dates are indicative.
3	Date of Book closure	16 th September 2016 To 27 th September 2016 (Both days Inclusive).
4	Listing on Stock Exchanges at	BSE Limited, Mumbai.
5	Stock Code & ISIN No.	BSE Limited, Mumbai (BSE). 531429. Demat ISIN No. in CDSL & NSDL - INE101C01022
6	Registrar And Transfer Agent	Bigshare Services Pvt. Ltd. , E-2 & 3, Ansa Industrial Estate, SakiVihar Road, SakiNaka, Andheri (East), Mumbai- 400072. Tel No. 022-28476052/53,022-40430200 Fax – 022-28475207 E-mail- info@bigshareonline.com
7	Dividend Payment Date	No dividend is declared for the year ended 31 st March, 2016
8	Address for Correspondence	Regd.Office – New no. 121, Old no. 347, Pantheon Road, Egmore, Chennai-600008 Tel : 044-45580095 ; Fax : 044-28193688 E-mail: compliance.officer@adventcomputer.in
9	Dematerialization of Shares	97.57% of the total equity capital is held in Dematerialized form with NSDL & CDSL as on 31 st March, 2016.
10	Outstanding ADRs/GDRs	The Company has not issued any ADRs/GDRs.

12. STOCK PRICE DATA:

High, Low, Market Price of Advent Computer Services Limited on BSE Limited during each month between April, 2015 to March, 2016 (face value Rs.10/-per share).

Month	High (Rs.)	Low (Rs.)	BSE INDEX High	BSE INDEX Low
April, 2015	4.92	3.32	29094.61	26897.54
May, 2015	5.70	4.62	28071.16	26423.99
June, 2015	5.99	4.30	27968.75	26307.07
July, 2015	5.70	4.41	28578.33	27416.39
August, 2015	5.46	4.37	28417.59	25298.42
September, 2015	*	*	26471.82	24833.54
October, 2015	*	*	27618.14	26168.71
November, 2015	*	*	26824.30	25451.42
December, 2015	4.53	3.87	26256.42	24867.73
January, 2016	4.54	3.93	26197.27	23839.76
February, 2016	4.93	3.87	25002.32	22494.61
March, 2016	4.78	3.58	25479.62	23133.18

*The scrip did not have any high low between September, 2015 to November, 2015 as trading in scrip was suspended from 27th August, 2015 to 30th November, 2015. The suspension got revoked w.e.f. 1st December, 2015

13. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2016

Pursuant to Regulation 3(1)(e)(i) of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulation, 1997 and subsequent amendments thereto, Promoter Group and Persons acting in concert consists of Mr. Michael Arul and CCG GmbH.

	Category	No. of Shares	% of Shares
A	Promoter's Holding		
1	Indian Promoters	77	0
	Foreign Promoters	8760000	53.83
2	Persons acting in Concert	0	0
	Sub Total	8760077	53.83
B	Non-Promoters		
3	Institutional Investors		
a	Mutual Funds and UTI	660	0.00
b	Banks, Financial Inst., Insurance Company (Central/State Govt.Inst./Non-Govt.Inst.)	32100	0.20
c	FII's	0	0
	Sub Total	32760	0.20
4	Others		
a	Private Corporate Bodies	773072	4.75
b	Indian Public	6557466	40.30
c	NRIs/OCBs	148510	0.91
d	Any Other – Clearing Member	1833	0.01
	Sub Total	7480881	45.97
	Grand Total	16273718	100

14. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2016

Distribution of Shares	Number of Shareholders	% to total no.	Share (in rupees)	% to Capital
1 – 5000	8105	86.31	8799730	5.41
5001-10,000	554	5.90	4327870	2.66
10,001-20,000	293	3.12	4456110	2.74
20,001-30,000	136	1.47	3712750	2.28
30,001-40,000	53	0.56	1880250	1.16
40,001-50,000	52	0.55	2425830	1.49
50,001-1,00,000	79	0.84	5846100	3.59
1,00,001-9,99,99,999	117	1.25	131288540	80.67
TOTAL	9391	100.00	162737180	100.00

15. SHARE TRANSFER SYSTEM

The share sent for physical transfer are received at the Registrar & Transfer Agent's office and valid transfer requests are processed and returned within a maximum period of 21 days from the date of lodgment, provided the transfer deed are in order and allotment money on the shares have been paid. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.

Location Address for Correspondence:**Advent Computer Services Limited**

New No. 121, Old No. 347,
Pantheon Road, Egmore,
Chennai – 600 008

Bigshare Services Private Limited

E- 2 & 3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (E),
Mumbai- 400 072

16. MD / CFO CERTIFICATION

The Company is duly placing a certificate to the Board from the Managing Director and Chief Financial Officer (CFO) in accordance with the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The aforesaid certificate duly signed by the Chairman and Managing Director and Chief Financial Officer (CFO) is in respect of the financial year ended 31st March, 2016 has been placed before the Board and the same has been provided in the Annual Report.

17. CODE OF CONDUCT

The Company has formulated a Code of Conduct for all Directors and Senior Management of the Company and the same has been adopted by the Board. The Code is also available on the Company's official website. All the Directors and Senior Management Personnel have affirmed compliance with the said Code of Conduct. A declaration to this effect is given in the Annual Report.

Date: 12th August, 2016

Place: Chennai

For and On behalf of the Board of Directors

Sd/-

MICHAEL ARUL

Chairman & Managing Director

MANAGING DIRECTOR/CFO CERTIFICATE

To,
The Board of Directors,
Advent Computer Services Limited

Dear Sirs,

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
 - a. Significant changes in the internal control over financial reporting during the year.
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which we have become aware and the involvement therein, if any,
 - d. of the management or an employee having a significant role in the Company's internal control system over financial reporting

FOR ADVENT COMPUTER SERVICES LIMITED

Date: 27th May, 2016
Place: Chennai

Sd/-
K.S. Govindarajan
Chief Financial Officer

Sd/-
Michael Arul
Chairman & Managing Director

DECLARATION

The Board of Directors of the Company has adopted the Code of Conduct for Directors and Senior Management of the Company. These Codes are available on the Company's website. All the Board Members and the Senior Management Personnel have affirmed their Compliance with the respective codes.

FOR AND ON BEHALF OF THE BOARD

Date: 27th May, 2016
Place: Chennai

Sd/-
MICHAEL ARUL
Chairman & Managing Director

AUDITOR'S COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Advent Computer Services Limited

We have examined all the relevant records of Advent Computer Services Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under Clause 49 of the Listing Agreement with the Stock Exchanges for the period from April 01, 2015 to November 30, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from December 01, 2015 up to March 31, 2016. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said company.

Place: Chennai
Date: 27th May, 2016

For Vivekanandan Associates
Chartered Accountants.
Sd/-
N. Subramanian
Partner
Membership No.021628

INDEPENDENT AUDITOR'S REPORT

To the Members of Advent Computer Services Limited

1. Report on the Financial Statements :

We have audited the accompanying standalone financial statements of ADVENT COMPUTER SERVICES LIMITED as at 31st March 2016, which comprise the Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements :

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility :

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and rules made thereunder. We conducted our audit in accordance with standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said Financial Statements give the information required by the Act in the manner so required; give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2016;
- ii. in the case of the Profit and Loss Account of the profit for the year ended on that date ; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements :

As required by the Companies (Auditor's Report) Order 2015 issued by the Central Government of India in terms of sub section 11 of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 & 4 of the said Order.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.;
- c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) In our opinion the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2016 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2016 from being appointed as a director in terms of section 164(2) of the Companies Act' 2013;
- f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g) With respect to other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - I. The Company is not having any pending litigations. Hence no disclosure made on the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the investor education and protection fund by the company.

**For Vivekanandan Associates
Chartered Accountants**

Sd/-

N.Subramanian

Partner

Membership No: 021628

Place: Chennai

Date: 27th May, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 on Report on Other Legal and Regulatory Requirements of our report.)

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b) As explained to us, the fixed assets of the Company have been physically verified by the Management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. In accordance with the phased program of verification, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.

c) Fixed Assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumption.
2. The company does not have any inventory.
3. a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the Register maintained under Section 189 of the Act.

b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the Register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of fixed assets and for the sale of services. Further on the basis of our examination of the books and information and as per the explanations given to us, we have neither come across nor have we been informed of any instance of continuing failure to correct major weaknesses in the aforesaid internal control.
5. There are no contracts that are required to be entered into the register maintained under Section 189 of the Companies Act.
6. The Company has not accepted any deposits from the public under Section 73 to Section 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder.
7. In our opinion, the Company has an internal audit system, which in our opinion is commensurate with the size and nature of its business.
8. According to the information and explanation given to us, the Central Government has not prescribed for the maintenance of cost records under section 148(1) of the Companies Act, 2013.
9. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company has been generally regular in depositing, with the appropriate authorities, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Customs Duty, Cess and other material statutory dues as applicable.

b) According to the information and explanations given to us, and relevant documents provided to us there are no undisputed outstanding statutory dues that have not been deposited on account of any dispute.
10. The company has not incurred cash losses during the year covered by our audit and in the immediate preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution, bank or debenture holder.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi/mutual benefit fund/ society.

14. The Company has not dealt with shares, securities, debentures and other investments during the year covered by our audit.
15. According to the information and explanations given to us the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. According to the information and explanations given to us and documents produced before us the company has not obtained any term loan.
17. According to the information and explanations given to us and an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment and vice-versa.
18. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, therefore the compliance of the requirement of section 42 of Companies Act, 2013 are not applicable.
19. The company has not raised any money by public issue during the year.
20. Pursuant to the provisions of Section 192 of the Companies Act, 2013, the Company has not entered into any non-cash transactions with directors or persons connected with him / her.
21. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For Vivekanandan Associates

Chartered Accountants

Sd/-

N.Subramanian

Partner

Membership No: 021628

Place: Chennai

Date: 27th May, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) referred to in paragraph 2 (f) on Report on Other Legal and Regulatory Requirements of our report.**

We have audited the internal financial controls over financial reporting of Advent Computer Services Limited (“the Company”) as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are

subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Vivekanandan Associates
Chartered Accountants**

Sd/-

N.Subramanian

Partner

Membership No: 021628

Place: Chennai

Date: 27th May, 2016

ADVENT COMPUTER SERVICES LIMITED
STANDALONE BALANCE SHEET AS AT 31ST MARCH 2016

(Amount in Rs.)

	NOTE NO	AS AT 31/03/2016	AS AT 31/03/2015
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	1	162,737,180	162,737,180
Reserves and Surplus	2	(7,949,716)	(8,066,614)
Non-Current Liabilities			
Long-term Borrowings	3	7,311,384	7,311,384
Trade Payables	4	2,275,854	2,275,854
Current Liabilities			
Short-term Borrowings	5	-	-
Trade Payables	5	-	-
Other Current Liabilities	5	6,526,520	4,649,437
Short-term Provisions	5	1,180,012	1,009,659
		172,081,234	169,916,900
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets			
Tangible Assets	6	708,603	798,603
Intangible Assets	6	128,912,965	128,912,965
Capital Work-in-Progress			
Intangible Assets under development	6	38,460,668	38,390,722
Long-term Loans and Advances	7	872,450	870,450
Deferred Tax Assets – Net			
Other Non-Current Assets	8	823,134	823,134
Current Assets			
Inventories		-	-
Trade Receivables	9	2,275,000	-
Cash and Bank balances	10	28,414	119,026
Other Current Assets	11	-	2,000
		172,081,234	169,916,900
The schedules referred to above and the notes to accounts form an integral part of the Balance Sheet.			

As per our report of even date
For Vivekanandan Associates
Chartered Accountants
Sd/-
N.Subramanian
Partner
Membership No- 021628

FOR ADVENT COMPUTER SERVICES LIMITED

Sd/-
Michael Arul
Chairman and Managing Director

Sd/-
K. S. Govindarajan
Chief Financial Officer (CFO)

Place : Chennai
Date : 27th May, 2016

Sd/-
Piroja Belgamvala
Director & Chairman of Audit Committee

Sd/-
Kshama Wazkar
Company Secretary &
Compliance Officer

ADVENT COMPUTER SERVICES LIMITED
STANDALONE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2016

(Amount in Rs.)

	NOTE NO	For the Year ended 31.03.2016	For the year ended 31.03.2015
I. INCOME			
a. Revenue from Operations		4,761,492	3,132,625
b. Other Income		-	-
		4,761,492	3,132,625
II. EXPENDITURE			
a. Employee Benefits Expense		5,13,250	55,200
b. Administrative and Software Expenses	11	4,013,777	2,860,061
c. Depreciation and Amortisation Expenses		90,000	170,691
		4,617,027	3,085,952
Profit/(Loss) for the Year		1,44,465	46,673
Less: Prior Period Expenses		-	-
Less: Provision for Taxation		27,567	8,842
Balance transferred to Balance Sheet		1,16,898	37,831
Earnings Per Share			
No. of Equity Shares (Face value Rs.10/- Each)		16,273,718	16,273,718
Basic and diluted EPS		0.01	0.00
Notes to Accounts	12		

As per our report of even date
For Vivekanandan Associates
Chartered Accountants
Sd/-
N.Subramanian
Partner
Membership No- 021628

FOR ADVENT COMPUTER SERVICES LIMITED

Sd/-
Michael Arul
Chairman and Managing Director

Sd/-
K. S. Govindarajan
Chief Financial Officer (CFO)

Place : Chennai
Date : 27th May, 2016

Sd/-
Piroja Belgamvala
Director & Chairman of Audit Committee

Sd/-
Kshama Wazkar
Company Secretary &
Compliance Officer

ADVENT COMPUTER SERVICES LIMITED**Note 1**

SHARE CAPITAL	Year Ended 31/03/2016		Year Ended 31/03/2015	
	Nos.	Rs.	Nos.	Rs.
Authorised Equity Shares of Rs.10/- Each	17,000,000	170,000,000	17,000,000	170,000,000
Issued Equity Shares of Rs.10/- Each	16,273,718	162,737,180	16,273,718	162,737,180
Subscribed & Paid up Equity Shares of Rs.10/- Each Fully Paid	16,273,718	162,737,180	16,273,718	162,737,180

b. Reconciliation of Shares outstanding at the beginning and at the end of the year

	2015 – 2016		2014 – 2015	
	Nos.	Rs.	Nos.	Rs.
Equity Shares outstanding at the beginning of the year	16,273,718	162,737,180	16,273,718	162,737,180
Add : Equity Shares during the year	-	-	-	-
Less : Equity Shares bought back / redeemed during the year	-	-	-	-
Equity Shares outstanding at the end of the year	16,273,718	162,737,180	16,273,718	162,737,180

c. Detail of shareholders holding more than 5 percent shares of the Company as on reporting date are given below :

Name of Shareholder	As on 31.03.2016		As on 31.03.2015	
	Number of Shares held	Percentage of Holding	Number of Shares held	Percentage of Holding
M/s CCG GMBH –Foreign Promoter Company	87,60,000	53.83%	8,760,000	53.83%
Total	87,60,000	53.83%	87,60,000	53.83%

Note 2

RESERVES & SURPLUS	Amount in Rs.	
	Year Ended 31/03/2016	Year Ended 31/03/2015
Surplus i.e. balance in Statement of Profit and Loss– (b) allocations and appropriations in Surplus i.e. Balance in Statement of Profit and Loss are as under :		
Opening Balance	(8,066,614)	(8,104,445)
Add : Profit/(Loss) for the year	116,898	37,831
Closing Balance	(7,949,716)	(8,066,614)

Note 3

LONG TERM BORROWINGS	Amount in Rs.	
	Year Ended 31/03/2016	Year Ended 31/03/2015
UNSECURED LOANS	6,000,000	6,000,000
FROM DIRECTORS	1,311,384	1,311,384
TOTAL	7,311,384	7,311,384

Note 4

OTHER LONG TERM LIABILITIES	Amount in Rs.	
	Year Ended 31/03/2016	Year Ended 31/03/2015.
UNSECURED TRADE PAYABLES	2,275,854	2,275,854
TOTAL	2,275,854	2,275,854

Note 5

OTHER SHORT TERM LIABILITIES	Amount in Rs.	
	Year Ended 31/03/2016	Year Ended 31/03/2015
Short Term Borrowings	-	-
Trade Payables	-	-
Other Current Liabilities	6,526,520	4,649,437
Short Term Provisions	1,180,012	1,009,659
TOTAL	7,706,532	5,659,096

Note 6 : FIXED ASSETS**6.a TANGIBLE ASSETS**

a) Summary of cost and net carrying amount of each class of tangible assets are given below :

Asset Description	Cost		Accumulate Depreciation		Accumulated Impairment		Net Carrying Amount	
	31/3/2016	31/3/2015	31/3/2016	31/3/2015	31/3/2016	31/3/2015	31/3/2016	31/3/2015
Furniture & Fittings	2,653,521	2,653,521	2,400,779	2,369,794	-	-	252,742	283,727
Office Equipments	1,118,057	1,118,057	1,046,421	987,406	-	-	71,636	130,651
Machinery	7,769,226	7,769,226	7,461,408	7,461,408	-	-	307,818	307,818
Vehicles	4,884,722	4,884,722	4,823,868	4,823,868	-	-	60,854	60,854
Computers	5,611,985	5,611,985	5,596,432	5,596,432	-	-	15,553	15,553
Total	2,2037,511	22,037,511	21,328,908	212,38,908	-	-	708,603	798,603

(b) Reconciliation of the gross and net carrying amounts of assets at the beginning and year ending 31-03-2016 as under :

Original Cost :

Asset description	As on 31/3/2015	Additions	Disposals	Other Adjustments	As at 31/3/2016
Furniture & Fittings	2,653,521	-	-	-	2,653,521
Office Equipments	1,118,057	-	-	-	1,118,057
Machinery	7,769,226	-	-	-	7,769,226
Vehicles	4,884,722	-	-	-	4,884,722
Computers	5,611,985	-	-	-	5,611,985
Total	22,037,511	-	-	-	2,2037,511
Previous Year	22,037,511	-	-	-	22,037,511

Accumulated Depreciation :

Asset description	As on 31/3/2015	Additions	Disposals	As at 31/3/2016
Furniture & Fittings	2,369,794	30,985	-	2,400,779
Office Equipments	987,406	59,015	-	1,046,421
Machinery	7,461,408	-	-	7,461,408
Vehicles	4,823,868	-	-	4,823,868
Computers	5,596,432	-	-	5,596,432
Total	21,238,908	90,000	-	21,328,908
Previous Year	210,68,217	170,691	-	21,238,908

6 b. INTANGIBLE ASSETS

Summary of cost and net carrying amount of each class of Intangible assets are given below :

Asset Description	Cost		Accumulate Amortization		Accumulated Impairment		Net Carrying Amount	
	31/3/2016	31/3/2015	31/3/2016	31/3/2015	31/3/2016	31/3/2015	31/3/2016	31/3/2015
Goodwill	64,422,354	64,422,354	-	-	-	-	64,422,354	64,422,354
Capital Re-organisation a/c	64,490,611	64,490,611	-	-	-	-	64,490,611	64,490,611
Total	128,912,965	128,912,965	-	-	-	-	128,912,965	128,912,965

(b) Reconciliation of the gross and net carrying amounts of assets at the beginning and year ending 31-03-2016 as under :

Original Cost :

Asset Description	As at 31/3/2015	Additions	Disposals	Other Adjustments	As at 31/3/2016
Goodwill	64,422,354	-	-	-	64,422,354
Capital Reorganisation a/c	64,490,611	-	-	-	64,490,611
Total	128,912,965	-	-	-	128,912,965
Previous Year	128,912,965	-	-	-	128,912,965

Accumulated Amortization :

Asset Description	As at 31/3/2015	Additions	Deductions / Other Adjustments		As at 31/3/2016
Technology Fee	-	-	-	-	-
Goodwill	-	-	-	-	-
Capital Reorganisation a/c	-	-	-	-	-
Total	-	-	-	-	-
Previous Year	-	-	-	-	-

Note 6 c INTANGIBLE ASSETS UNDER DEVELOPMENT

Asset Description	As at 31/3/2015	Additions	Disposals	Other Adjustments	As at 31/3/2016
Technology Fee	38,390,723	69,945	-	-	38,460,668
Total	38,390,723	69,945	-	-	38,460,668
Previous Year	38,367,061	-	-	-	-

Note 7

LONG TERM LOANS AND ADVANCES	Amount in Rs.	
	Year Ended 31/03/2016	Year Ended 31/03/2015
Loans and Advances	872,450	870,450
TOTAL	872,450	870,450

Note 8

TRADE RECEIVABLES	Amount in Rs.	
	Year Ended 31/03/2016	Year Ended 31/03/2015
Outstanding for a period more than six months Unsecured, Considered Good	823,134	823,134
TOTAL	823,134	823,134

Note 9

CASH & CASH EQUIVALENTS	Amount in Rs.	
	Year Ended 31/03/2016	Year Ended 31/03/2015
Balance with Banks		
Current Account	27,642	118,267
Cash on Hand	772	759
TOTAL	28,414	119,026

Note 10

SHORT TERM LOANS AND ADVANCES	Amount in Rs.	
	Year Ended 31/03/2016	Year Ended 31/03/2015
Loans and Advances	-	2,000
TOTAL	-	2,000

Note 11

OTHER EXPENSES	Amount in Rs.	
	Year Ended 31/03/2016	Year Ended 31/03/2015
Rent	2,400,000	1,191,500
Rates & Taxes and Filing Fees	40,922	31,622
Postage, Telephones & Telex	240,482	215,769
Electricity and Water	71,700	64,795
Repairs & Maintenance	29,282	24,681
Travelling & Conveyance	61,979	46,762
Audit Fees – As Auditors	10,000	15,000
Printing & Stationery	129,973	46,501
Advertisement	89,400	66,900
Share fees, annual custodian fees, listing fees, Stock Exchange fees, CDSL fees, Share Transfer fees	514,972	421,080
Legal, Secretarial Consultancy & Professional Charges	391,467	712,571
Bank Charges and interest	26,400	17,850
Misc Expenses	7,200	5,030
Total	4,013,777	2,860,061

NOTE 12: ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31st MARCH 2016

A. ACCOUNTING POLICIES

1. Accounting Convention

(a) The financial statements have been prepared under Historical Cost Convention and in accordance with the Generally Accepted Accounting Principles In India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

(b) The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

(c) The presentation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates.

2. Revenue Recognition

(a) Revenue from software development/ software products is recognized on the basis of delivery of the license of the required software products specified in the purchase order. The company also performs item bound fixed price engagements, revenue are recognized using the stages of completion method of accounting. The invoice value is received in phased manner over the period of installation and adjusted against receivables on receipt.

(b) All other income is recognized on an accrual basis.

3. Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost includes capital cost, freight, installation cost, duties and taxes and other incidental expenses incurred during the construction/ installation stage attributable to bringing the asset to working condition for its intended use.

4. Depreciation

(a) Depreciation is provided under the WDV Method at the rates and in accordance with the manner specified in Schedule II of the Companies Act, 2013.

(b) Depreciation is charged on a pro-rata basis for assets purchased/sold during the year. Individual assets costing less than Rs. 5,000 are depreciated in full, in the year of purchase.

5. Impairment of Asset

If the carrying amount of assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured at the higher of the net selling price and value in use determined by the present value of estimated future cash flows. The company has a policy of comparing the Recoverable value of assets with the carrying cost and recognizing impairment when required. Technical know-how, capital reorganization account and good will have not been tested for impairment.

6. Taxation

(a) Provision for current tax is made based on the liability computed in accordance with Income Tax Act, 1961 and rules framed there under.

(b) Deferred tax is recognized, subject to consideration of prudence, on timing differences, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s). As a matter of prudence deferred tax asset is not recognized unless there is "virtual certainty" that

sufficient future taxable income will be available against which such deferred tax assets will be realized.

7. Provisions

(a) A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow from the enterprise, of resources embodying economic benefits, will be required to settle the obligation, in respect of which a reliable estimate can be made.

(b) Provisions made in terms of Accounting Standard 29 are not discounted to its present value and are determined based on the management estimates required to settle the obligation at the balance sheet date.

8. Contingencies

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of Notes to the financial statements.

9. Earnings per Share

Basic Earnings per Share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Company by the weighted average number of equity shares in issue during the year.

10. Figures have been rounded off to the nearest rupee.

B. NOTES ON ACCOUNTS

11. As per the information available with the Company, no amount is due to Small Scale Industrial Undertakings as at 31st March, 2016.

12. Foreign Exchange Earnings – Rs. 47.61 lakhs

13. Earning per share (EPS):

In terms of accounting standard 20, issued by the Institute of Chartered Accountants of India, the calculation of EPS is given below: -

	For the Year ended 31-03-2016	For the Year ended 31-03-2015
Profit/(loss) after taxation (Rs.)	1,16,838	37,831
Weighted average no. of Equity shares outstanding during the period	16273718	16273718
Nominal value of Shares (Rs.)	10	10
Basic and Diluted EPS (Rs.)	0.01	0.00

14. Segment Reporting

The company operates only in one segment namely development and sale of software, and during the year the company has operated only in India. Since this being a single business and geographical segment, information as per mandatory Accounting Standard (As - 17 "Segment Reporting) is not furnished.

15. Related Party Disclosures under Accounting Standard -18

Key Management Personnel:

- a. Mr. Michael Arul – Chairman & Managing Director
- b. Mr. K.S. Govindarajan – Chief Financial Officer

Name of Party	Transaction	Amount for the year 2015-16	Amount Outstanding (Rs.)
Michael Arul	Loan Taken by Company	-	1,311,384
K.S. Govindarajan	Remuneration	1,51,000	-

As per our report of even date
For Vivekanandan Associates
Chartered Accountants

Sd/-
N.Subramanian
Partner
Membership No- 021628

FOR ADVENT COMPUTER SERVICES LIMITED

Sd/-
Michael Arul
Chairman and Managing Director

Sd/-
K. S. Govindarajan
Chief Financial Officer (CFO)

Place : Chennai
Date : 27th May, 2016

Sd/-
Piroja Belgamvala
Director & Chairman of Audit Committee

Sd/-
Kshama Wazkar
Company Secretary &
Compliance Officer

ADVENT COMPUTER SERVICES LTD.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

(Amounts in Rs)		
	For the Year ended 31-Mar-2016	For the Year ended 31-Mar-2015
(A) Cashflow from operating activities		
Net profit/(loss) before tax and extraordinary items	116,898	37,831
Adjustments for		
Depreciation	90,000	170,691
Interest Income	0	0
Provision for taxation	0	0
Increase/(Decrease) in Long Term Borrowings	0	100,000
	90,000	270,691
Operating profit before working capital changes	206,898	308,522
Changes in working capital		
(Increase)/Decrease in Trade and other receivables	(2,275,000)	(400,000)
(Increase)/Decrease in Loans and Advances	0	(1,500)
Increase/(Decrease) in Trade and other payables	2,047,435	74,167
Net changes in working capital	(227,565)	(327,333)
Cash generated from operations		
Income taxes paid	0	0
Net cash from operating activities (A)	(20,667)	(18,811)
Cashflow from investing activities		
Purchase of fixed assets	69,945	23,661
Interest received	0	0
Net cash used in investing activities (B)	(69,945)	(23,661)
Cashflow from financing activities		
Net Proceeds from short term borrowings	0	0
Net cash used in financing activities (C)	0	0
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(90,612)	(42,472)
Cash and cash equivalents at the beginning of the year	119,026	161,498
Cash and cash equivalents at the close of the year	28,414	119,026
Cash and cash equivalents comprise of		
Cash balance	772	759
Bank balance	27,642	118,267
	28,414	119,026

As per our report of even date
For Vivekanandan Associates
Chartered Accountants

Sd/-
N.Subramanian
Partner
Membership No- 021628

Place : Chennai
Date : 27th May, 2016

FOR ADVENT COMPUTER SERVICES LIMITED

Sd/-
Michael Arul
Chairman and Managing Director

Sd/-
Piroja Belgamvala
Director & Chairman of Audit Committee

Sd/-
K. S. Govindarajan
Chief Financial Officer (CFO)

Sd/-
Kshama Wazkar
Company Secretary &
Compliance Officer

ATTENDANCE SLIP**ADVENT COMPUTER SERVICES LIMITED**

(CIN: L33111TN1984PLC010675)

Registered Office: New No.121, Old No.347, Pantheon Road, Egmore, Chennai – 600008.Tel: 044-45580095; Fax: 044-45580095; Email: compliance.officer@adventcomputer.in**31st Annual General Meeting – 27th September, 2016**

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Name & Address of the

Shareholder/Proxy:

Folio No.....

DP ID*

No. of Shares held:

Client Id*.....

I, hereby record my presence at the 31st Annual General Meeting of the Company at Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032 on Tuesday, the 27th September, 2016 at 11.00 a.m.

*To be used for shares held in electronic form

SIGNATURE OF THE SHAREHOLDER / PROXY**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ADVENT COMPUTER SERVICES LIMITED

(CIN: L33111TN1984PLC010675)

Regd. Office: New No. 121, Old No. 347, Pantheon Road, Egmore, Chennai – 600008.**Email:** compliance.officer@adventcomputer.in, **Website:** www.adventcomputer.in

Name of the Member (s):

Registered Address:

Email Id:

Folio / DP ID – Client ID No :

I/We being the member (s) of _____ shares of the above named Company hereby appoint:

1. Name _____

Address _____

Email Id _____

Signature _____ or falling him;

2. Name _____

Address _____

Email Id _____

Signature _____ or falling him;

3. Name _____

Address _____

Email Id _____

Signature _____ or falling him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Tuesday, the 27th September, 2016 at 11.00 a.m. at Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032 and at any adjournment thereof in

Resolutions		Optional*	
ORDINARY BUSINESS		For	Against
1.	Adoption of Financial Statements for the year ended 31 st March, 2016, Reports of the Directors and Auditors		
2.	Ratification of Appointment of Auditor		
SPECIAL BUSINESS			
3.	Re-appointment of Mr. Michael Arul as Chairman & Managing Director		
4.	Appointment of Mr. Ashok Arthur Jaipal as an Independent Director		
5.	Appointment of Mr. Shree Kumar Narayan as an Independent Director		
6.	Increase in Borrowing Limits		
7.	Increase in Limit by Mortgage of Asset		

Signed this _____ day of _____ 2016

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 31st Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.

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ADVENT COMPUTER SERVICES LIMITED

(CIN: L33111TN1984PLC010675)

Registered Office: New No.121, Old No.347, Pantheon Road, Egmore, Chennai – 600008.Tel: 044-45580095; Fax: 044-45580095; Email: compliance.officer@adventcomputer.in**BALLOT FORM (In lieu of E-Voting at the AGM)**

S. No.	Particulars	Details
1.	Name of Shareholder (s) (Including Joint-holders, if any) (IN BLOCK LETTERS)	
2.	Registered Folio No. DP ID No./ Client ID No.	
3.	No. of Shares Held	

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through remote e-voting/ Ballot for the business started in the AGM Notice dated 12th August, 2016 of the Company by conveying my/our assent or dissent to the said resolution(s) in the relevant box below:

Item No.	Description	Type of resolution (Ordinary/Special)	No. of Shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To receive, consider and adopt the Audited Balance Sheet and Profit and Loss Account for the Year ended 31 st March, 2016 and the Reports of Directors' and Auditors' thereon.	Ordinary			
2.	To ratify the appointment of M/s. Vivekanandan Associates, Chartered Accountants, Chennai as Statutory Auditors of the Company.	Ordinary			
3.	To re-appoint Mr. Michael Arul as Chairman & Managing Director of the Company.	Special			
4.	To appoint Mr. Ashok Arthur Jaipal as an Independent Director of the Company.	Ordinary			
5.	To appoint Mr. Shree Kumar Narayan as an Independent Director of the Company	Ordinary			
6.	To increase the borrowing limits of the Company	Special			
7.	To increase the limit by Mortgage of Asset	Special			

Place:

Date:

(Signature of Member)

Note: Kindly read the instructions printed overleaf before filing the form. Last date for receipt of Ballot forms in lieu of E-voting by Scrutinizer is 26th September, 2016.

INSTRUCTIONS

1. The members, who do not have access to remote e-voting facility provided by the Company for the AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Ballot Form. Accordingly, this Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate remote e-voting provided under Section 108 of the Companies Act, 2013 at the 31st AGM of the Company.
2. (i) Members who have not registered their e-mail address with the depositories or with the Company's Registrar are being sent this Ballot Form along with the Annual Report, the remote e-voting details.
(ii) Members who have registered their e-mail addresses with its depositories or with Company's Registrar can cast their votes by remote e-voting facility.
3. A member desiring to exercise his/her vote by Ballot Form should complete this Ballot Form, sign and send so as to reach the Scrutinizer as per instruction 7 below at the address: Nivya Mandawat, the Scrutinizer, Advent Computer Services Limited, Samta C-213, Manav Mandir, Sector- 1, Ambadi Road, Vasai (West), Mumbai-401202.
4. Kindly note that members can opt for only one mode of voting i.e. either by Ballot form or through remote e-voting. If members are opting for remote e-voting, then they should not vote by Ballot form or vice versa. However, in case Members cast their vote both by Ballot and e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot will be treated as invalid.
5. The Ballot Form should be completed and signed by the Members. In case of joint share holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member(s). Unsigned Ballot Forms will be rejected. The signature on the Ballot Form must tally with the specimen signature registered with the Bank.
6. Where the Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorizations to vote on the Ballot should accompany the Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Ballot Form.
7. Duly completed Ballot Forms should reach the Scrutinizer not later than 5.00 P.M. on 26th September, 2016. Any Ballot Form received after this date will be treated as if the reply from the member has not been received. No other form or photocopy of the Ballot Form will be permitted/accepted by the Company.
8. A member may request for a duplicate Ballot Form, if so required. However the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the time and date specified at Instruction No. 7 above.
9. Voting rights of the members shall be in proportion of their share in the paid up equity share capital of the Company as on 20th September, 2016, which is the Record Date fixed for this purpose. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of voting will be announced within two days after conclusion of the Annual General Meeting.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be only one Ballot Form for every folio irrespective of the number of joint member(s).
12. A member need not use all the votes nor does he need to cast all the votes in the same way.
13. The Scrutinizer's decision on the validity of a Ballot will final and binding.
14. Incomplete, unsigned or incorrect Ballot Forms will be rejected.
15. The date of AGM will be the deemed date of passing resolution(s) through remote e-voting/Ballot. It may also be noted that, in terms of Section 114 of the Companies Act, 2013, the Resolutions contained in the AGM Notice will be deemed to have been passed through remote e-voting and Ballot Form unless the Poll is taken at the AGM. Accordingly, the results shall be declared in terms of Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as the case may be.
16. The right of remote e-voting and Ballot Form shall not be exercised by a Proxy.

ADVENT COMPUTER SERVICES LIMITED

(CIN: L33111TN1984PLC010675)

Registered Office: New No.121, Old No.347, Pantheon Road, Egmore, Chennai – 600008.Tel: 044-45580095; Fax: 044-45580095; Email: compliance.officer@adventcomputer.in**Date: 12th August, 2016**

Dear Shareholder,

Re: Green Initiative in Corporate Governance: Go Paperless

The Ministry of Corporate Affairs (“Ministry”), Government of India, has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by companies through electronic mode. In accordance with the recent Circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment.

This is a golden opportunity for every shareholder of Advent Computer Services Limited to contribute to Green Initiative of the Ministry of Corporate Affairs. All you need to do is to register your email address in the format given below.

1. If you are holding shares in demat form, register your email with the Depository Participants (DP) with whom you are maintaining your demat account.
2. a. If you are holding shares in physical form, you are requested to provide e-mail address by completing the 'E-communication Registration Form' attached hereto and return the same to:

M/s. Bigshare Services Private Limited
E/2, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (East),
Mumbai – 400072.
Tel: 022-40430200
 Email: info@bigshareonline.com

b. It is also desirable that the equity shares held by you in physical form are converted into demat form. In case, you do not have demat account, we request you to approach any DP and complete the process of opening a demat account and thereafter submit the physical shares to the said DP for crediting the said equity shares in your demat account in due course.

We shall treat the email ID as your registered email ID and use it for sending documents/ notices electronically. Also you can change your registered email ID from time to time as explained above.

Please note that as a member, you are always entitled to receive on request, a copy of the said documents, free of cost, in accordance with the provisions of the Companies Act, 2013.

Best Regards

For Advent Computer Services Limited

Sd/-

Michael Arul**Chairman & Managing Director****E-Communication Registration Form**

Dear Sir,

Sub: Registration of my email address – Green Initiative in Corporate Governance

I agree to receive the documents as referred in letter dated 12.08.2016, in electronic mode. Please register my email address in your records, being my consent towards the same.

Folio No. : _____

Email ID : _____

Name of First / Sole Holder : _____

Signature of the First & Joint Holder(s): _____
(as per Specimen Registered)

