

**BSE LTD**  
**ACKNOWLEDGEMENT**

|                    |  |                                      |
|--------------------|--|--------------------------------------|
| Acknowledgement No | : 1101202012212627                       | Date & Time : 11/01/2020 12:21:26 PM |
| Scrip Code         | : 531429                                 |                                      |
| Entity Name        | : ADVENT COMPUTER SERVICES LIMITED       |                                      |
| Compliance Type    | : Regulation 27(2)- Corporate Governance |                                      |
| Quarter / Period   | : 31/12/2019                             |                                      |
| Mode               | : E-Filing                               |                                      |

| General information about company                              |                                  |
|--|----------------------------------|
| Scrip code   | 531429                           |
| NSE Symbol   |                                  |
| MSEI Symbol  |                                  |
| ISIN   | INE101C01022                     |
| Name of the entity   | ADVENT COMPUTER SERVICES LIMITED |
| Date of start of financial year                                | 01-04-2019                       |
| Date of end of financial year                                  | 31-03-2020                       |
| Reporting Quarter  | Quarterly                        |
| Date of Report   | 31-12-2019                       |
| Risk management committee                                      | Not Applicable                   |
| Market Capitalisation as per immediate previous Financial Year | Any other                        |

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

| Sr | Title<br>(Mr / Ms) | Name of the Director   | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors         | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|--------------------|------------------------|------------|----------|--|---------------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 1  | Mr                 | MICHAEL ARUL           | AZNPM1745Q | 00885978 | Executive Director                       | Chairperson related to Promoter | MD                      | 11-03-1946    | NA  |                                    | 22-02-1984                  | 12-03-2016             |                   |                                | 1  | 0   | 2   | 0  |                             |                             |
| 2  | Mr                 | SHREE KUMAR NARAYAN    | ADPPN7594L | 07438879 | Non-Executive - Independent Director     | Not Applicable                  |                         | 03-03-1956    | NA  |                                    | 13-04-2016                  | 27-09-2016             |                   | 45                             | 1  | 1   | 0   | 3  |                             |                             |
| 3  | Mr                 | SAMIR HARAKHCHAND SHAH | AAFPS5489J | 05192199 | Non-Executive - Non Independent Director | Not Applicable                  |                         | 10-06-1966    | NA  |                                    | 04-09-2017                  | 22-09-2017             |                   | 27                             | 1  | 0   | 0   | 0  |                             |                             |
| 4  | Mrs                | KAVITHA                | BSKPK7667L | 07929620 | Non-Executive - Independent Director     | Not Applicable                  |                         | 30-05-1978    | NA  |                                    | 04-09-2017                  | 22-09-2017             |                   | 27                             | 1  | 1   | 3   | 0  |                             |                             |

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

| Sr | Title<br>(Mr /<br>Ms) | Name of the<br>Director     | PAN        | DIN      | Category 1<br>of directors                     | Category 2<br>of<br>directors | Category<br>3 of<br>directors | Date<br>of<br>Birth | Whether<br>special<br>resolution<br>passed?<br>[Refer Reg.<br>17(1A) of<br>Listing<br>Regulations] | Date of<br>passing<br>special<br>resolution | Initial Date<br>of<br>appointment | Date of Re-<br>appointment | Date of<br>cessation | Tenure<br>of<br>director<br>(in<br>months) | No of<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity (Refer<br>Regulation<br>17A of<br>Listing<br>Regulations) | No of<br>Independent<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity<br>(Refer<br>Regulation<br>17A(1) of<br>Listing<br>Regulations) | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | No of po<br>of<br>Chairpers<br>in Audit/<br>Stakehold<br>Committee<br>held in list<br>entities<br>including<br>this liste<br>entity (Re<br>Regulation<br>26(1) of<br>Listing<br>Regulation |
|----|-----------------------|-----------------------------|------------|----------|--|-------------------------------|-------------------------------|---------------------|--|---|-----------------------------------|----------------------------|----------------------|--|--|---|--|--|
| 5  | Mr                    | PARTHASARATHY<br>SETHURAMAN | AJYPS1302E | 08278159 | Non-<br>Executive -<br>Independent<br>Director | Not<br>Applicable             |                               | 08-<br>01-<br>1965  | NA   |   | 13-11-2018                        | 27-09-2019                 |                      | 14   | 1  | 1   | 3  | 0  |
| 6  | Mrs                   | VIRGINIE<br>BOMPOIL         | DRWPB6022D | 08104837 | Non-<br>Executive -<br>Independent<br>Director | Not<br>Applicable             |                               | 13-<br>01-<br>1975  | NA   |   | 13-11-2018                        | 27-09-2019                 |                      | 14   | 1  | 1   | 3  | 0  |

| Annexure 1   |                        |
|--|------------------------|
| II. Composition of Committees                                |                        |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |

| Annexure 1 Text Block  |   |
|------------------------|---|
| Textual Information(1) | <p>CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR) IS NOT APPLICABLE TO THE COMPANY. HOWEVER, IN XBRL MODE FOR CSR COMMITTEE, THERE WAS NO "NA" OPTION AVAILABLE "FOR DOES CSR COMMITTEE HAS REGULAR CHAIRPERSON" &amp; BY KEEPING BLANK WE COULD NOT VALIDATE THE FILE. HENCE, WE HAVE MENTIONED NO, HOWEVER, CSR IS NOT APPLICABLE TO COMPANY.</p> <p>WE HAVE JUST KEPT NO SO THAT FILE CAN BE VALIDATED.</p> |

| Audit Committee Details                               |            |                           |  |                         |                     |                   |                        |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|------------------------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |                        |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks                |
| 1   | 07438879   | SHREE KUMAR NARAYAN       | Non-Executive - Independent Director     | Chairperson             | 12-11-2016          |                   |                        |
| 2   | 00885978   | MICHAEL ARUL              | Executive Director                       | Member                  | 24-05-2012          |                   |                        |
| 3   | 07929620   | KAVITHA                   | Non-Executive - Independent Director     | Member                  | 14-11-2017          |                   |                        |
| 4   | 05192199   | SAMIR HARAKHCHAND SHAH    | Non-Executive - Non Independent Director | Member                  | 14-11-2017          | 13-11-2019        | Textual Information(1) |
| 5   | 08278159   | PARTHASARATHY SETHURAMAN  | Non-Executive - Independent Director     | Member                  | 13-11-2018          |                   |                        |
| 6   | 08104837   | VIRGINIE BOMPOIL          | Non-Executive - Independent Director     | Member                  | 13-11-2018          |                   |                        |

| Sr Text Block          |   |
|------------------------|---|
| Textual Information(1) | Mr. Samir Harakhchand Shah ceased to be member of the Audit Committee by the in the Board meeting held on 13.11.2019. |



| Nomination and remuneration committee                                       |            |                           |                                      |                         |                     |                   |                        |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |                        |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks                |
| 1   | 07438879   | SHREE KUMAR NARAYAN       | Non-Executive - Independent Director | Chairperson             | 13-02-2017          |                   |                        |
| 2   | 08278159   | PARTHASARATHY SETHURAMAN  | Non-Executive - Independent Director | Member                  | 13-11-2018          |                   |                        |
| 3   | 08104837   | VIRGINIE BOMPOIL          | Non-Executive - Independent Director | Member                  | 13-11-2018          |                   |                        |
| 4   | 07929620   | KAVITHA                   | Non-Executive - Independent Director | Member                  | 13-11-2019          |                   | Textual Information(1) |
| 5   | 00885978   | MICHAEL ARUL              | Executive Director                   | Member                  | 13-11-2019          |                   | Textual Information(2) |

| Sr Text Block          |  |
|------------------------|--|
| Textual Information(1) | Mrs. Kavitha was appointed as member of the Nomination and Remuneration Committee by the Board of Directors in their meeting held on 13.11.2019.     |
| Textual Information(2) | Mr. Michael Arul was appointed as member of the Nomination and Remuneration Committee by the Board of Directors in their meeting held on 13.11.2019. |

| Stakeholders Relationship Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 07438879   | SHREE KUMAR NARAYAN       | Non-Executive - Independent Director | Chairperson             | 29-05-2018          |                   |         |
| 2   | 00885978   | MICHAEL ARUL              | Executive Director                   | Member                  | 29-05-2014          |                   |         |
| 3   | 08278159   | PARTHASARATHY SETHURAMAN  | Non-Executive - Independent Director | Member                  | 13-11-2018          |                   |         |
| 4   | 08104837   | VIRGINIE BOMPOIL          | Non-Executive - Independent Director | Member                  | 13-11-2018          |                   |         |

| Risk Management Committee                                       |               |                              |                            |                            |                        |                      |         |
|---|---------------|------------------------------|----------------------------|----------------------------|------------------------|----------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson |               |                              |                            |                            |                        |                      |         |
| Sr  | DIN<br>Number | Name of Committee<br>members | Category 1 of<br>directors | Category 2 of<br>directors | Date of<br>Appointment | Date of<br>Cessation | Remarks |

| Corporate Social Responsibility Committee                                       |               |                              |                            |                            |                        |                      |         |
|---|---------------|------------------------------|----------------------------|----------------------------|------------------------|----------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |               |                              |                            |                            | No                     |                      |         |
| Sr  | DIN<br>Number | Name of Committee<br>members | Category 1 of<br>directors | Category 2 of<br>directors | Date of<br>Appointment | Date of<br>Cessation | Remarks |

| Other Committee |            |                           |                         |                         |                         |         |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr              | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory |   |  |   |                              |  |                              |   |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1  | 14-08-2019  |  |   |                              | Yes  | 6                            | 5   |
| 2  |   | 13-11-2019   | 90  |                              | Yes  | 5                            | 4   |

## Annexure 1

### IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory |                                       |   |   |                         |                               |  | Number of Directors present* | No. of Independent Directors attending the meeting* |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| Sr   | Name of Committee                     | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) |                              |   |
| 1  | Audit Committee                       | 14-08-2019  |   |                         |                               | Yes  | 6                            | 5   |
| 2  | Audit Committee                       | 13-11-2019  | 90  |                         |                               | Yes  | 5                            | 4   |
| 3  | Nomination and remuneration committee | 14-08-2019  |   |                         |                               | Yes  | 4                            | 4   |
| 4  | Nomination and remuneration committee | 13-11-2019  | 90  |                         |                               | Yes  | 4                            | 3   |
| 5  | Stakeholders Relationship Committee   | 14-08-2019  |   |                         |                               | Yes  | 5                            | 4   |
| 6  | Stakeholders Relationship Committee   | 13-11-2019  | 90  |                         |                               | Yes  | 4                            | 4   |



**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2  | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                              |  |

**Annexure 1****VI. Affirmations**

| Sr | Subject  | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                        |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | NA                         |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |

| Annexure 1 |                   |                   |
|------------|-------------------|-------------------|
| Sr         | Subject           | Compliance status |
| 1          | Name of signatory | MICHAEL ARUL      |
| 2          | Designation       | Managing Director |

| Signatory Details     |                   |
|-----------------------|-------------------|
| Name of signatory     | MICHAEL ARUL      |
| Designation of person | Managing Director |
| Place                 | CHENNAI           |
| Date                  | 11-01-2020        |

