

ADVENT COMPUTER SERVICES LIMITED

(CIN: L33111TN1984PLC010675)

Regd. Office: K22, 7th Floor, Swathi Towers, Durgabai Deshmukh Road, R.A. Puram, Chennai – 600 028; Tel: 044-45580095; Email: compliance.officer@adventcomputer.in

ADDENDUM TO THE NOTICE OF THE 32ND ANNUAL GENERAL MEETING

Addendum to the Notice dated 14th August, 2017 convening the 32nd Annual General Meeting of the members of Advent Computer Services Limited scheduled to be held on Friday, the 22nd September, 2017 at 11.00 a.m. at Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032.

Notice is hereby given that the following items of business is added in the aforesaid Notice as **SPECIAL BUSINESS:**

Item No. 3: Appointment of Mr. Samir Harakhchand Shah as Director of the Company:

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, Mr. Samir Harakhchand Shah, being a member of the company has sent a notice in writing on 1st September, 2017 along with requisite deposit of Rs. 1 Lakh, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his name as candidature to the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 4: Appointment of Mrs. Kavitha as Director of the Company:

To consider and if thought fit, to pass 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), Ms. Kavitha in respect of whom the Company has received a Notice in writing from a member on 30th August, 2017 along with requisite deposit of Rs. 1 Lakh under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent & Women Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from September 22, 2017 to September 21, 2022.”

Item No. 5: Service of Document to members of the Company

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

Place: Chennai

Date: 4th September, 2017

For and on behalf of the Board of Directors

Sd/-

Michael Arul

Chairman & Managing Director

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Brief profile and other required information about the Director proposed to be appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.
3. This Addendum to the Notice of 32nd AGM is available along with the Notice of 32nd AGM on the websites of the Company. The revised Proxy Form including the resolution proposed hereinabove is annexed hereto.
4. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 32nd AGM shall mutatis-mutandis apply to the evoting for the Resolution proposed in this Addendum to the Notice of 32nd AGM. Furthermore, the Scrutinizers appointed for the ensuing 32nd AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 32nd AGM.

Place: Chennai
Date: 4th September, 2017

For and on behalf of the Board of Directors
Sd/-
Michael Arul
Chairman & Managing Director

The brief background of the Directors proposed to be appointed are given below:

Name of the Director	Mr. Samir Harakhchand Shah	Mrs. Kavitha
Date of Birth	10.08.1966	30.05.1978
Qualification	Bachelor of Engineering in Industrial Production (B.E.)	Bachelor of Computer Applications, Diploma in Computer Technology, Master of Arts in English.
List of other Directorship held	NIL	NIL
Chairman / Member of the Committee of the Board of other Companies	NIL	NIL
Shareholding of the Director	35240	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:

The Board of Directors of the Company had at its meeting held on 14th August, 2017, approved the Notice convening the 32nd Annual General Meeting (AGM) of the Company scheduled to be held on 22nd September, 2017 and the same had already been circulated to the members.

Subsequently, on 2nd September, 2017, the Company has received a notice in writing dated 31st August, 2017 from Mr. Samir Harakhchand Shah, who is a shareholder of the Company, proposing himself for the candidature for being appointed as a Director under Section 152 of the Companies Act, 2013 ("the Act"). Further, the Company has also received from him, a cheque of Rs.1 lakh, stating that the same is in terms of Section 160 of the Act.

Since, Mr. Samir Harakhchand Shah has enclosed the requisite deposit amount under Section 160 of the Act, the Board has amended the Notice convening the 32nd Annual General Meeting by way of an addendum and inserted an agenda item for appointment of Mr. Samir Harakhchand Shah to the office of a Director, liable to retire by rotation.

Pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, r/w. Section 160 of the Act, the Company is required to inform the members of the above referred candidature and place notice of such candidature on its website. Accordingly, the Board of Directors has amended the Notice of the 32nd Annual General Meeting by adding Item No. 3 by way of addendum to the said Notice. The Proxy Form shall be deemed to be amended to include the above referred agenda item.

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:

The Board of Directors of the Company had at its meeting held on 14th August, 2017, approved the Notice convening the 32nd Annual General Meeting (AGM) of the Company scheduled to be held on 22nd September, 2017 and the same had already been circulated to the members.

Subsequently, on 31st August, 2017, the Company has received a notice in writing dated 29th August, 2017 from Mr. Pankaj Desai, who is a shareholder of the Company, proposing the candidature of Mrs. Kavitha for being appointed as an Independent Director under Section 149 & 152 of the Companies Act, 2013 ("the Act"). Further, the Company has also received from Mr. Pankaj Desai, a cheque of Rs.1 lakh, stating that the same is in terms of Section 160 of the Act.

Since, Mr. Pankaj Desai has enclosed the requisite deposit amount under Section 160 of the Act, the Board has amended the Notice convening the 32nd Annual General Meeting by way of an addendum and inserted an agenda item for appointment of Mrs. Kavitha to the office of a Director for a period of 5 years commencing from 22nd September, 2017 to 21st September, 2022.

Pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, r/w. Section 160 of the Act, the Company is required to inform the members of the above referred candidature and place notice of such candidature on its website. Accordingly, the Board of Directors has amended the Notice of the 32nd Annual General Meeting by adding Item No. 4 by way of addendum to the said Notice. The Proxy Form shall be deemed to be amended to include the above referred agenda item.

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:

The Board of Directors of the Company had at its meeting held on 14th August, 2017, approved the Notice convening the 32nd Annual General Meeting (AGM) of the Company scheduled to be held on 22nd September, 2017 and the same had already been circulated to the members.

Subsequently, on 28th August, 2017, the Company has received an email from a shareholder of the Company requesting the Company to include resolution under Section 20 of the Companies Act, 2013.

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 5 of the accompanying Notice for member's approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the passing of the above resolution.

Place: Chennai

Date: 4th September, 2017

For and on behalf of the Board of Directors

Sd/-

Michael Arul

Chairman & Managing Director

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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 stated in the AGM Notice dated 14th August, 2017 & Addendum to Notice of AGM dated 4th September, 2017 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, 2017 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 appoint Mr. Samir Harakhchand Shah as a Director of the Company	Ordinary			
4.	To appoint Mrs. Kavitha as an Independent Director of the Company	Ordinary			
5.	To authorize company to charge for service of documents to members of the company.	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 21st September, 2017.

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 32nd 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 21st September, 2017. 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 15th September, 2017, 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 pre-paid 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 and Addendum to 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.

ATTENDANCE SLIP

ADVENT COMPUTER SERVICES LIMITED

(CIN: L33111TN1984PLC010675)

New Regd. Office: K22, 7th Floor, Swathi Towers, Durgabai Deshmukh Road, R.A. Puram, Chennai – 600 028.

Tel: 044-45580095; Email: compliance.officer@adventcomputer.in

32nd Annual General Meeting – 22nd September, 2017

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 32nd Annual General Meeting of the Company at Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032 on Friday, the 22nd September, 2017 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

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New Regd. Office: K22, 7th Floor, Swathi Towers, Durgabai Deshmukh Road, R.A. Puram, Chennai – 600 028.

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 32nd Annual General Meeting of the Company, to be held on Friday, the 22nd September, 2017 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 respect of such resolutions as are indicated below:

Resolutions		Optional*	
ORDINARY BUSINESS		For	Against
1.	Adoption of Financial Statements for the year ended 31 st March, 2017, Reports of the Directors and Auditors		
2.	Ratification of Appointment of Auditor		
SPECIAL BUSINESS			
3.	Appointment of Mr. Samir Harakhchand Shah as a Director of the Company		
4.	Appointment of Mrs. Kavitha as an Independent Director of the Company		
5.	Special Resolution under Section 20 of the Companies Act, 2013 authorising Company to charge for service of documents to members of the Company.		

Signed this _____ day of _____ 2017

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 32nd Annual General Meeting & Addendum Notice to 32nd 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.

By Courier / Post

If Undelivered please return to:

Bigshare Services Pvt. Ltd.

Unit : **Advent Computer Services Limited**

1st Floor, Bharat Tin Works Bldg,

Opp. Vasant Oasis, Makwana Road, Marol,

Andheri (E), Mumbai -400059