

NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Advent Computer Services Limited will be held on Saturday, the 22nd September, 2018 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, 2018 and the Reports of Directors' and Auditors' thereon.
2. To appoint Mr. Samir Harakhchand Shah (DIN 05192199), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“Resolved That pursuant to provisions of Section 152 of the Companies Act, 2013, Mr. Samir Harakhchand Shah (DIN 05192199), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

3. To re-appoint 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 of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Vivekanandan Associates, Chartered Accountant, Chennai (Firm Registration No. 05268S) be and is hereby re-appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 33rd Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Audit Committee and the Auditor.

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Place: Chennai
Date: 14th August, 2018

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 new 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 13th September, 2018 to 22nd September, 2018 (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. 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.
8. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders whose ledger folios do not have/have incomplete details with respect to PAN and Bank particulars are mandatorily required to furnish these details to the Company/RTA for registration in the folio. The said Form is being sent along with the Annual Report to the shareholders whose folios need to be updated. The shareholders whose folios are not updated are requested to send the duly filled signed form along with Self attested copy of PAN, Complete Bank Details (Cancelled personalized Cheque or Self attested copy of first page of Passbook) and Self attested Copy of Aadhar Card as Address Proof. The above said is the 1st Reminder to the shareholders to update their details.
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 33rd 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 33rd 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 19th September, 2018 (9.00 a.m.) and ends on 21st September, 2018 (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 15th September, 2018, 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 15th September, 2018.

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.

Place: Chennai
Date: 14th August, 2018

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

The brief background of the Directors who is retiring by rotation, offers himself for re-appointment is given below:

| | |
|---|---|
| Name of the Director | Mr. Samir Harakhchand Shah |
| Date of Birth | 10.08.1966 |
| Qualification | Bachelor of Engineering in Industrial Production (B.E.) |
| List of other Directorship held | NIL |
| Chairman / Member of the Committee of the Board of other Companies | NIL |
| Shareholding of the Director | 35240 |

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

33rd Annual General Meeting – 22nd September, 2018

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 33rd Annual General Meeting of the Company at Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032 on Saturday, the 22nd September, 2018 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)

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 33rd Annual General Meeting of the Company, to be held on Saturday, the 22nd September, 2018 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* | |
|----|--|-----------|---------|
| | | For | Against |
| | ORDINARY BUSINESS | | |
| 1. | Adoption of Financial Statements for the year ended 31 st March, 2018, Reports of the Directors and Auditors | | |
| 2. | To appoint Mr. Samir Harakhchand Shah as a Director, who retires by rotation and being eligible offers himself for re-appointment. | | |
| 3. | Re-appointment of Statutory Auditor for a period of two years | | |

Signed this _____ day of _____ 2018

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Notes:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 33rd Annual General Meeting.
3. 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.
4. Please complete all details including details of member(s) in the above box before submission.