

NOTICE

Notice is hereby given that the Thirty Forth Annual General Meeting of the members of Advent Computer Services Limited will be held on Friday, the 27th September, 2019 at 10.30 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, 2019 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 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 Thirty Third Annual General Meeting held on 22nd September, 2018, appointment of M/s. Vivekanandan Associates, Chartered Accountants, bearing Registration Number 05268S for 2nd Term for a period of 2 years that is upto the conclusion of 35th 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:

4. Appointment of Mr. Parthasarathy Sethuraman (DIN 08278159) 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, 160 and any other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Act, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies Amendment Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and also provision of Article of Association, Mr. Parthasarathy Sethuraman (DIN 08278159), who was appointed as an Additional Director and also an Independent Director of the Company by the Board of Directors with effect from 13th November, 2018 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 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 November 13, 2018 to November 12, 2023.”

5. Appointment of Mrs. Virginie Bompoil (DIN 08104837) 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, 160 and any other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Act, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies Amendment Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and also provision of Article of Association, Mrs. Virginie Bompoil (DIN 08104837), who was appointed as an Additional Director and also an Independent Director of the Company by the Board of Directors with effect from 13th November, 2018 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 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 November 13, 2018 to November 12, 2023.”

Place: Chennai
Date: 14th August, 2019

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 21st September, 2019 to 27th September, 2019 (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. along with 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 separately 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 34th 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 34th 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 cszalakmehta@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 Sl. No. (ii) to Sl. 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, 2019 (9.00 a.m.) and ends on 26th September, 2019 (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, 2019, 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, 2019.
 7. M/s Zalak Mehta & Associates, Practicing Company Secretary (ACS No. 47030 & C.O.P No. 19822) has been appointed as Scrutinizer respectively having their office at 405, 4th floor, Sapphire Arcade, Above Sejal Jewellers, M.G. Road, Ghatkopar (East), Mumbai 400 077, 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 favor 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, 2019

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

Name of the Director	Mr. Samir Harakhchand Shah	Mr. Parthasarathy Sethuraman	Mrs. Virginie Bompoil
Date of Birth	10.08.1966	08.01.1965	13.01.1975
Qualification	Bachelor of Engineering in Industrial Production (B.E.)	Master in Business Administration (MBA) & Bachelor of Engineering (B.E.)	National Professional Qualification in shipping Level 2 from England
List of other Directorship held	Signage Circus Solutions Private Limited	-	Vision Partagee onsulting Private Limited
Experience	He is having varied skills in engineering, manufacturing, marketing especially trading of wide range of product mix i.e. from plant, machinery mould and spares of Engineering products to numerous software. He has also rich experience in developing online portals and magazines in India and overseas.	He is highly skilled in the field of sales & Marketing especially in IT infrastructure Solutions, Telecom Sector and having more than 20 years of rich experience in the relevant industries	She is having tremendous knowledge in the field of Import – Export and has years of experience in Shipping Business, Cross Bookings & Cross trades among different countries.
Shareholding of the Director	35240	-	-

ATTENDANCE SLIP**ADVENT COMPUTER SERVICES LIMITED**

(CIN: L33111TN1984PLC010675)

Regd. Office: Swathi Towers, K22, 7th Floor, 5 & 7, Durgabai Deshmukh Road, R.A. Puram, Chennai – 600 028.Tel: 044-45580095; Email: compliance.officer@adventcomputer.in**34th Annual General Meeting – 27th September, 2019**

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 34th Annual General Meeting of the Company at Madras Race Club, Race Course Road, Opp. Guindy Railway Station, Guindy, Chennai – 600032 on Friday, the 27th September, 2019 at 10.30 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: Swathi Towers, K22, 7th Floor, 5&7, 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 34th Annual General Meeting of the Company, to be held on Friday, the 27th September, 2019 at 10.30 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, 2019, 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. Ratification of Appointment of Statutory Auditor		
SPECIAL BUSINESS		
4. Appointment of Mr. Parthasarathy Sethuraman as an Independent Director		
5. Appointment of Mrs. Virginie Bompoil as an Independent Director		

Signed this _____ day of _____ 2019

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 34th 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.