

30th May, 2019

BSE Limited,
P.J. Towers,
Dalal Street, Fort,
Mumbai - 400001.

Scrip Code: 531429

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2018-19.

You are requested to kindly take the same on your records.

Thanking you,

Yours faithfully,
For Advent Computer Services Limited


Michael Arul
Chairman & Managing Director



NIVYA MANDAWAT
Practicing Company Secretaries
B.Com, A.C.S, L.L.B

Secretarial Compliance Report of Advent Computer Services Limited
For The Year Ended 31st March, 2019

I, Nivya Mandawat, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **ADVENT COMPUTER SERVICES LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2019** (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulation, 2018 – *Not Applicable to the Company during the Review Period*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; -*Not Applicable to the Company during the Review Period*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: -*Not Applicable to the Company during the Review Period*
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not Applicable to the Company during the Review Period*



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Chennai Tel. Office: 8866088651, Cell: 9930659651, E-mail: csnivyamandawat@gmail.com

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(h) 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;

(i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder; and based on the above examination, I hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 6 of SEBI LODR, Regulation 2015		The Company did not have Company Secretary and Compliance Officer from the beginning of the Financial Year. However, the Company appointed Company Secretary & Compliance Officer w.e.f. 1 st June, 2018

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Regulation 18 (1) – Non-compliance with the constitution of Audit Committee for the quarter ended 30 th September, 2018 (Rs. 2000/- per day computed till quarter ended September 30, 2018)	Exchange letter dated 31 st October, 2018 for a Fine of Rs. 217120/-	The Company had made several representations to the exchange and the penalty was waived off by the exchange in their letter dated 20 th February, 2019.



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports: -
This being the first reporting since the notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous reports do not arise.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Place: Mumbai
Date: 28th May, 2019




Nivya Mandawat
Practising Company Secretary
(M. No. 27566 & C.O.P. No. 14090)

