

ORDER PASSED BY THE DELISTING COMMITTEE OF BSE LTD. IN THE MATTER OF ADVENT COMPUTER SERVICES LTD. FOR COMPULSORY DELISTING UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, SECURITIES CONTRACTS (REGULATION) ACT, 1956 r/w SECURITIES CONTRACTS (REGULATION) RULES, 1957 AND RULES, BYE-LAWS AND REGULATIONS OF BSE LTD.

- This Order is passed under Regulation 32 of Chapter V under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (as amended from time to time) ("Delisting Regulations") r/w Section 21A of the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and the Rules, Bye-Laws and Regulations of BSE Ltd. ("Exchange") in the matter of compulsory delisting of equity shares of Advent Computer Services Ltd. ("Company") from the Exchange.
- 2. At the meeting held on June 24, 2024, the Delisting Committee of the Exchange ("Delisting Committee") perused the records, considered the facts and the relevant provisions of law, including the circulars issued by the Securities and Exchange Board of India ("SEBI"). The Delisting Committee unanimously decided to direct the Company to complete the requirements for revocation of suspension in trading in the securities of the Company and make payment of outstanding dues within the stipulated timelines, failing which, the securities of the Company ought to be compulsorily delisted from the platform of the Exchange. In this regard, the Delisting Committee proceeds to furnish the reasons for its decision.



3. The relevant facts are as follows:

- a. The trading in the securities of the Company was suspended w.e.f. August 13, 2021 in terms of and in accordance with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 on account of noncompliance for two consecutive quarters i.e., December 2020 and March 2021 with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and in particular sub-regulation (1)(b) thereof. The said suspension was notified on the Exchange's website vide notice no. 20210713-19 dated July 13, 2021.
- b. An email dated February 3, 2022 ("advisory letter") was sent by the Exchange to the Company on its email id <u>compliance.officer@adventcomputer.in</u>; stating inter-alia, that the Exchange had informed the Company about its non-compliance with the provisions of Regulation 31 of LODR Regulations, the quantum of fines payable and the further action that would be initiated pursuant to SEBI circular dated January 22, 2020, if the Company failed to comply with the obligations and pay the fines. The said email further stated that as the Company had failed to comply with its obligations and to pay the fines, the trading in the scrip was shifted to "Z" group w.e.f. June 28, 2021 and that the trading in the securities has been suspended w.e.f August 13, 2021. The provisions of SEBI circular dated January 22, 2020 dealing with the consequences of non-compliances and failure to pay the fine within 6 months from the date of the suspension were notified in the said email. This included initiation of the process of compulsory delisting under the SCRR and Delisting



Regulations. The Company was accordingly advised to comply with the obligations and pay the fines for completing the process for revocation of suspension.

- c. The trading in the securities of the Company continued to remain suspended for more than six (6) months and the Company failed to take all the steps necessary to enable revocation of suspension in the trading of securities prescribed by the Exchange. Hence, the shareholders / investors are deprived of the facility for dealing in the securities of the Company.
- d. Pertinently, the Company did not complete all the formalities for revocation of suspension in the trading of its securities. Therefore, a Show Cause Notice ("SCN") dated June 28, 2022 was issued to the Company by the Exchange at its last known registered address available with the Exchange and as available on the website of Ministry of Corporate Affairs (MCA) as well as the Company's email ID, calling upon the Company to show cause within 15 working days from the date of the SCN as to why the securities of the Company should not be compulsorily delisted from the platform of the Exchange in terms of Chapter V of the Delisting Regulations. Further, the Company was also informed that if it wished to avail an opportunity of personal hearing before the Delisting Committee, then such request be included in its representation to the SCN.
- e. In response, the Company vide email dated July 12, 2022 enclosing the letter dated July 11, 2022 had stated the following:



".....With reference to captioned subject and letter / email dated 28th June, 2022 as stated above, we request the Exchange and Delisting Committee not to delist securities of our Company.

Our Company went through many challenges and difficulties since couple of years due to COVID-19 pandemic & lockdown, inspite of having tremendous opportunities. The pandemic brought slowdown in the business of the Company. The management is making efforts to revive and is capable in executing it.

The Exchange shall appreciate that before the pandemic; the Company was regular in its filings and submissions and has always been compliant.

We would like to inform you that the management was already in process to complete its pending filing and was making necessary arrangements for it. The management had decided to make an application for revoking the suspension after the Company completes its pending filings. This sudden show cause notice has come at a time where the management was already in process to revive the Company.

We would also like to bring to the notice of the Exchange and delisting committee that the promoters of the Company (54.15% holding) are confident about the long term potential of the Company and have not sold / pledge / encumbrance even single share over last several years and most importantly during the aforesaid challenging period for the Company. The business model of the Company is technology and product based which has long gestation periods compared to pure IT services companies.



Hence, we request the Exchange to give an opportunity of being heard through a personal hearing where the Managing Director of the Company with his team shall represent and explain in brief the business model, future plans, projects and projections which shall give confidence and reasons to keep belief in the Company and not to delist the securities of the Company.

Considering the aforesaid facts, we trust the Exchange and the Committee will allow us for personal representation and not delist the securities of the Company. We would also urge the Exchange to consider the personal hearing in the last week of the July, 2022 or 1st week of August, 2022. The Managing Director of the Company is not keeping well and as he is residing in Chennai, it will be difficult for him to travel to Mumbai all the way in this short span of time considering his medical conditions. We are happy to serve you a copy of Medical certificate during the personal hearing, if required.

Kindly take the above on your records and grant us an opportunity of being heard through personal hearing. We will be awaiting your response on the "date of personal hearing" as mentioned above and accordingly we shall plan/arrange travel bookings and other arrangements....."

f. The Company vide email dated August 1, 2022 had stated the following:

".....Awaiting your revert on the said matter and date for personal hearing....."

g. The Exchange vide email dated August 2, 2022 had informed the company that the opportunity of personal hearing would be granted to the company, once the date of the meeting had been finalized.



- h. The Company did not complete all the formalities for revocation of suspension in trading in the securities of the company, therefore in terms of the Delisting Regulations, Initial Public Notices ("IPN") were published in one English national newspaper viz., The Financial Express (all editions) dated May 4, 2024, one Hindi national newspaper viz., Business Standard (all editions) dated May 4, 2024 and one vernacular newspaper viz., Navshakti (in Marathi) dated May 4, 2024, inter alia, informing about the proposal for compulsory delisting of the equity shares of the Company and inviting representations from any person/s concerned desirous of making any representation to the Exchange, within 15 working days of the notice, at the specified email id bse.delistscn@bseindia.com. The IPNs were also disseminated on the Exchange's website. Link of the IPN was sent to the company and its promoters through email on May 6, 2024.
- The Company vide email dated May 21, 2024 enclosing the letter of even date had stated the following:

".....We refer to the your email dated 6th May, 2024 with respect to Initial Public Notice published on 4th May, 2024 relating to Compulsory Delisting of Securities of the Company in terms of the Regulation 22(3) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 / Regulation 32(3) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021 ("Delisting Regulations"), the rules made under Section 21A of the Securities Contracts (Regulation) Act, 1956 and the Rules, Bye Laws and Regulations of BSE Limited ("the Exchange").



We would like to point out that our Company name is listed in Table 2 of the aforesaid Initial Public Notice.

In this regard, we request the Delisting Committee and other officials & authorities to allow us to represent ourselves to the Committee and give an opportunity of being heard before delisting committee and not to delist the securities of the Company. Please note that the Company was regular in complying with all the compliances and payment of Annual Listing fees. However, due to COVID pandemic and nationwide lockdown in the year 2020 which continued almost till the year 2022, the Company faced major crises where the Company business came to standstill. Not only the Company ongoing business went standstill, but also the Company long time project on which Research & Development (R & D) was carried, also came to stand still. The Company also went into financial crises where the management did not have the funds and capital to continue the R & D on the project on which it was working since long time. The management did not have funds to pay salaries, remunerations, fees and other monetary obligations to carry on the project which led to major difficulties in running the business activity of the Company. Due to this, many employees resigned and left the management which resulted in difficulty in managing the

activities of the Company.

Also, considering age of Mr. Michael Arul, Managing Director and Promoter of the Company, he was restricted to travel, meet investors, attend office during COVID, he too was unable to raise or bring capital in the Company.



Hence, due to aforesaid financial crises, the Company could not bear the expenses & overheads with respect to Exchange Listing fees, Depository (NSDL / CDSL) Fees, Registrar & Share Transfer Agent (RTA) fees & other professionals due to which the Company could not complete the Compliances on time.

The Company also lost one of the key employees who passed away in January, 2023, who was associated with the Company since long time and was handling all the Compliance Matters with the depositories, RTA, Exchange filings, ROC matters, etc. which led to more difficulty as he was aware of all the filings. Due to his uncertain demise, the Company was unaware of the pending Compliance and the management did not have funds to bring in professionals to look after the compliance.

However, since last 3 months, the management had begun to overcome the above crises and restart its business activity and started working on the project (see enclosed brief Overview of Advent's Projects). The management were in talks with the investors who were ready to infuse some funds in form of Capitat / Loan and accordingly the Company could conduct its business activities and complete the Compliance requirements including payment of all fees including of Stock Exchange / Depositories / RTA in next 3 months and complete all the Compliance requirements. The Company had just recovered from the aforesaid crises and started gearing up, but this notice of delisting of the Company came as a set back.

In this regard, we are writing this letter requesting you not to delist the Company and allow us to represent ourselves and explain in detail about our working project, development and projections which will be beneficial to all. Kindly note that the



Company is keen on being listed in order to carry out its business activities and reciprocate to the faith and trust of the shareholders which they have shown over the years by investing in the Company. Delisting of securities of the Company will be a loss to the Company, its promoters and shareholders who have invested in the Company since last 27 years.

We assure the delisting committee / authorities, that in next 3 months we shall be able to meet all the obligations and shall pay all the Annual Listing fees, Depository fees and complete all the required compliance formalities with the exchange and other authorities.

Hence, we urge the delisting committee to represent in front of the Committee and we will provide you with detailed explanation on the future working of the Company including plans and projections. For your ready reference, we are enclosing a glimpse of the project which the Company is working on and the reason why the Company should not be delisted.

We request you to take the above on your record and grant us an opportunity of being heard and provide you detailed explanation and overview of the project, business plan and projections. Trust the committee will allow us to represent considering that the Company is listed on the Exchange for more than 28 years....."

j. A letter dated June 5, 2024 was sent by the Exchange to the Company granting an opportunity of personal hearing to the Company, to make the submission/representation before Delisting Committee of the Exchange (meeting through video conferencing). An email was also sent by the Exchange to the



Company and its promoters on June 5, 2024 on the email ids: compliance.officer@adventcomputer.in ; CCGGMBH@GMAIL.COM ; michaelvarul@yahoo.com MICHAELVARUL@YAHOO.COM ; compliance.officer@adventcomputer.in. Further, the Exchange had inter-alia provided the details of pending compliances and outstanding dues to the Company. The notices were published in one English national newspaper viz., The Financial Express (all editions) dated June 8, 2024, one vernacular newspaper viz. Navshakti (in Marathi) dated June 8, 2024 and one Hindi national newspaper viz., Business Standard (all editions) dated June 8, 2024, inter alia, granting the Company a last and final opportunity to inform the Exchange whether it wanted to avail a personal hearing before Delisting Committee of the Exchange. Further it was also stated that if no response was received from the Company within the stipulated timelines and in the prescribed mode, it would be presumed that the Company had waived the opportunity of being heard and the Delisting Committee would be constrained to decide the matter, on an ex-parte basis and the Exchange would proceed with the process for compulsory delisting. Further, it was specified that the Company may address a communication at the specified email id: bse.delistscn@bseindia.com by June 11, 2024. The said notices were also disseminated on the Exchange's website.

k.

I. The Company vide email dated June 10, 2024 had stated the following:

"....We refer to email received from BSE Limited on 5th June, 2024. We really appreciate for considering our request and granting us an opportunity of Personal Hearing in front of the Delisting Committee of the Exchange.



In this regard, we hereby confirm our attendance for the personal hearing through video conferencing scheduled on 24th June, 2024 from 10.00 a.m. to 12.30 p.m. We request you to provide the details of the the personal hearing to be held through video conferencing.

We are attaching the written representation submitted to you earlier. We shall mail you the complete detailed written representation to be submitted before the Delisting Committee on or before 18th June, 2024.

We once again thank your good office for considering our request....."

m. Further, the Exchange vide email dated June 10, 2024 enclosing the letter dated May 21, 2024 had stated the following:

".....We refer to the your email dated 6th May, 2024 with respect to Initial Public Notice published on 4th May, 2024 relating to Compulsory Delisting of Securities of the Company in terms of the Regulation 22(3) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 / Regulation 32(3) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021 ("Delisting Regulations"), the rules made under Section 21A of the Securities Contracts (Regulation) Act, 1956 and the Rules, Bye Laws and Regulations of BSE Limited ("the Exchange").

We would like to point out that our Company name is listed in Table 2 of the aforesaid Initial Public Notice.



In this regard, we request the Delisting Committee and other officials & authorities to allow us to represent ourselves to the Committee and give an opportunity of being heard before delisting committee and not to delist the securities of the Company. Please note that the Company was regular in complying with all the compliances and payment of Annual Listing fees. However, due to COVID pandemic and nationwide lockdown in the year 2020 which continued almost till the year 2022, the Company faced major crises where the Company business came to standstill. Not only the Company ongoing business went standstill, but also the Company long time project on which Research & Development (R & D) was carried, also came to stand still.

The Company also went into financial crises where the management did not have the funds and capital to continue the R & D on the project on which it was working since long time. The management did not have funds to pay salaries, remunerations, fees and other monetary obligations to carry on the project which led to major difficulties in running the business activity of the Company. Due to this, many employees resigned and left the management which resulted in difficulty in managing the activities of the Company.

Also, considering age of Mr. Michael Arul, Managing Director and Promoter of the Company, he was restricted to travel, meet investors, attend office during COVID, he too was unable to raise or bring capital in the Company.

Hence, due to aforesaid financial crises, the Company could not bear the expenses & overheads with respect to Exchange Listing fees, Depository (NSDL / CDSL) Fees,



Registrar & Share Transfer Agent (RTA) fees & other professionals due to which the Company could not complete the Compliances on time.

The Company also lost one of the key employees who passed away in January, 2023, who was associated with the Company since long time and was handling all the Compliance Matters with the depositories, RTA, Exchange filings, ROC matters, etc. which led to more difficulty as he was aware of all the filings. Due to his uncertain demise, the Company was unaware of the pending Compliance and the management did not have funds to bring in professionals to look after the compliance.

However, since last 3 months, the management had begun to overcome the above crises and restart its business activity and started working on the project (see enclosed brief Overview of Advent's Projects). The management were in talks with the investors who were ready to infuse some funds in form of Capital / Loan and accordingly the Company could conduct its business activities and complete the Compliance requirements including payment of all fees including of Stock Exchange / Depositories / RTA in next 3 months and complete all the Compliance requirements. The Company had just recovered from the aforesaid crises and started gearing up, but this notice of delisting of the Company came as a set back.

In this regard, we are writing this letter requesting you not to delist the Company and allow us to represent ourselves and explain in detail about our working project, development and projections which will be beneficial to all. Kindly note that the Company is keen on being listed in order to carry out its business activities and reciprocate to the faith and trust of the shareholders which they have shown over



the years by investing in the Company. Delisting of securities of the Company will be a loss to the Company, its promoters and shareholders who have invested in the Company since last 27 years.

We assure the delisting committee / authorities, that in next 3 months we shall be able to meet all the obligations and shall pay all the Annual Listing fees, Depository fees and complete all the required compliance formalities with the exchange and other authorities.

Hence, we urge the delisting committee to represent in front of the Committee and we will provide you with detailed explanation on the future working of the Company including plans and projections. For your ready reference, we are enclosing a glimpse of the project which the Company is working on and the reason why the Company should not be delisted.

We request you to take the above on your record and grant us an opportunity of being heard and provide you detailed explanation and overview of the project, business plan and projections. Trust the committee will allow us to represent considering that the Company is listed on the Exchange for more than 28 years...."

n. The Exchange vide email dated June 18, 2024 had requested the company to provide the contact details along with mobile number of the company representative(s) who will be attending the personal hearing before the Delisting Committee meeting scheduled on June 24, 2024. Further, the Exchange had requested the company to submit the letter of authority in the prescribed format on company letterhead for



authorizing the company representative(s) to represent the company before the Delisting Committee.

The Company vide email dated June 18, 2024 enclosing the letter dated June 15, 2024 had stated the following:

".....We refer to your letter no. LIST/COMP/MR/531429/247/2024-25 dated 5th June, 2024.

Firstly we would like to place our appreciation for granting us an opportunity of personal hearing before the Delisting Committee.

As mentioned in your aforesaid letter, we would like to place below our detailed written representation to be kept before the delisting committee:

- 1. The Company was always regular in compliance until COVID pandemic and global lockdown occurred during the year 2020 and which continued till the year 2022.
- 2. As mentioned in our previous representation letter dated 21st May, 2024 the Company was working on the long term "Secure Mobile Banking Transaction & Al project" for which Research & Development was carried on. However, due to COVID pandemic and lockdown everything came to stand still. We also explained that due to COVID pandemic, Mr. Michael Arul who is Chairman, Managing Director and founder of the Company was forced to sit at home as he being a Senior Citizen having age of 70+. Thus, he was unable to carry on the project, raise funds for the projects, meet investors and restricted to travel. Hence, due to aforesaid reasons, the Company faced major financial crises and could not pay its employee's salaries, rents, professional fees, etc. which led them leave the



Company. Also, due to financial crises, the Company could not fulfil the monetary obligation of BSE, NSDL, CDSL, RTA & other professionals. Thus, the Company could not get the regular compliance done on time. In January, 2023, the Company lost its most senior employee Mr. Pramod Jain who demised in the month of January, 2023. He was looking after the Compliance since last 15 years and was coordinating with the RTA, professionals and filings with ROC, BSE, etc. Due to his demise, the Company was not aware of the pending compliances and as the Company was already in financial crunch, the Company was unable to get some other professionals to look after the same. However, after all the above circumstances, the Company restored its business project and started working on it.

- 3. The Company were in talks with the investors and they had agreed for infusion of funds which would solve all the issues and complete the Compliance. But this delisting notice came as a set back.
- 4. Hence, we had placed this request to the Delisting Committee for granting us an opportunity of being heard and not to delist the Committee.
- 5. We had already provided an annexure "Overview of Advent's Project" with our previous representation letter dated 21st May, 2024.
- 6. We are now submitting the complete presentation on "Secure Mobile Banking Transaction & Al project" as an enclosure to this letter. This presentation will explain in brief about our vision and which wilt assure the Committee that why the Company shall not be delisted.



Mr. Michael Arul, Founder, Chairman and Managing Director of the Company will explain you in detail on the future working of the Company including plans and projections during the personal hearing and clarify all the questions which shall be raised by the Committee.

The Company has worked very hard since long time and was also regular and keen on compliance for so many years till COVID pandemic occurred which brought everything on standstill.

It is very important for our Company to be listed as the project is restored after facing lot of challenges. We also do not want to lose the faith of the shareholders who have been associated with the Company over the years.

Trust, the Delisting Committee will understand our future plans and working and take our request for not delisting the Company...."

- p. The Company vide email dated June 19, 2024 had provided the authority letter in favour of Mr. Michael Arul for attending the personal hearing before the Delisting Committee on June 24, 2024.
- q. The Exchange Vide email dated June 21, 2024 had provided the details of link to the
 Company to join the meeting scheduled on June 24, 2024.
- 4. The matter of compulsory delisting of the Company was placed before the Delisting Committee on June 24, 2024.



- 5. On June 24, 2024, Mr. Michael Arul, Chairman & Managing Director, appeared before the Delisting Committee and inter-alia, submitted the following:
 - a. All the non- compliances are attributable to one or the other factor.
 - b. The company requested for a sympathetic view from the Committee.
 - c. The company was compliant till the year 2020.
 - d. The company had an excellent record of investor satisfaction and there are zero investor complaints against the company till date.
 - e. Mr. Pramod Jain who was responsible for ensuring compliances, passed away due to COVID-19.
 - f. The company ran out of money due to COVID-19.
 - g. The company needs an opportunity to make good the non- compliances.
 - h. The company requires time of 2 months to complete the pending compliances.
- 6. Rule 21 of SCRR prescribes various grounds for compulsorily delisting the equity shares of a listed company by the Exchange, one of which is continuation of suspension in the trading of the securities for a period of more than 6 (six) months.
- 7. The SCN, *inter alia*, states that the Company has failed to take steps to enable revocation of suspension in the trading of its securities and that the trading in securities had been suspended for more than 6 (six) months.
- 8. These facts have not been controverted.



- 9. Based on the aforesaid facts, the Delisting Committee observed that:
 - a. It is an admitted position that the trading in securities of the Company has remained suspended for a period of more than 6 (six) months in terms of Rule 21 of SCRR.
 - b. It is established that the Company has not complied with all the requirements for revocation of suspension in trading of securities of the Company at the Exchange. Hence, the suspension in the trading of securities of the Company at the Exchange continues as on date thereby depriving the shareholders of the Company the facility of dealing in its securities. The public shareholding of the Company as per the last filing with the Exchange is 45.85%.
 - c. The aforesaid facts indicate negligent conduct and lack of interest on the part of the Company in complying with its obligations and revoking the suspension in the trading of securities which happened in the year 2021.
 - d. In terms of the requirements of the Delisting Regulations, IPNs were published in one English national newspaper *viz.*, The Financial Express (all editions) dated May 4, 2024, one Hindi national newspaper viz. Business Standard (all editions) dated May 4, 2024 and one vernacular newspaper *viz.* Navshakti (in Marathi) dated May 4, 2024, *inter alia*, informing about the proposal for compulsory delisting of the equity shares of the Company. The representations were received from the Company as stated above and representation submitted by the company during the meeting of Delisting Committee held on June 24, 2024.
 - e. While the grounds for compulsory delisting are made out in light of the above facts, the Delisting Committee, as a last opportunity, considers it appropriate to grant the



Company's request that time be granted to the Company to comply with requirements for revocation of suspension in the trading of securities of the Company in terms of the following order to which the Company has agreed.

<u>ORDER</u>

- 10. As per the request of and with consent of the Company and in exercise of powers vested with the Delisting Committee under Regulation 32 (2) of the Delisting Regulations, the following Order is passed:
 - a) The Company shall comply with the following:
 - i. Complete the pending compliances and formalities for revocation of suspension, including payment of processing fees, Annual Listing Fees, SEBI SOP fines and reinstatement fees within three (3) months from the date of receipt of this Order by the Company.
 - b) In case, the Company fails to comply with any of the aforesaid directions within the time stipulated, the securities of the Company shall automatically stand compulsorily delisted from the platform of the Exchange, in terms of Regulation 32 of Chapter V under the Delisting Regulations r/w Section 21A of the SCRA and the Rules, Bye-Laws and Regulations of the Exchange.



c) The securities of the Company will stand compulsorily delisted with effect from the date mentioned in the notice issued by the Exchange on its website informing the market participants about the compulsory delisting of the securities of the Company.

Date: August 22, 2024

Sd/-Chairman Sd/-Member Sd/-Member Sd/-Member

Member