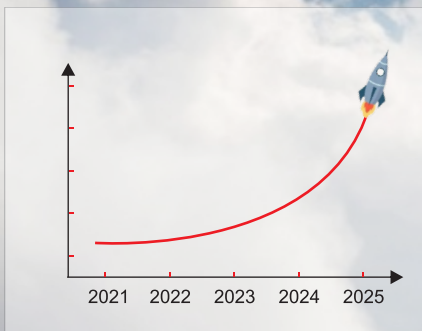


Firing on All the 6 Cylinders



Our growth engines:

1. Infrastructure Management Services
2. Master Systems Integration
3. Cloud Native
4. Workplace Management
5. Cybersecurity
6. Software Services



ALLIED DIGITAL SERVICES LIMITED

CIN : L72200MH1995PLC085488

ANNUAL REPORT

2020 - 21

CORPORATE INFORMATION:

Board of Directors:

Mr. Nitin D. Shah	Chairman & Managing Director
Mr. Prakash D. Shah	Whole-time Director
Mr. Nehal N. Shah	Executive Director
Mr. Sunil Bhatt	Director
Dr. Shrikant N. Parikh	Independent Director
Ms. Shubhada K. Jahagirdar	Independent Director – CSR
Mr. Milind Kamat	Independent Director
Ms. Swanubhuti Jain	Independent Director

Key Managerial Personnel:

Mr. Paresh Shah	Chief Executive Officer
Mr. Gopal Tiwari	Chief Financial Officer
Ms. Neha Sunil Bagla	Company Secretary & Compliance Officer

Statutory Auditors:

M/s. Shah & Taparia

Chartered Accountants,
B-502, Business Square,
Solitaire Corporate Park,
Chakala Junction, Andheri Kurla Road,
Andheri East, Mumbai - 400 093.

Internal Auditors:

M/s. S.P. Natani

Chartered Accountants,
505, Goyal Trade Center Sona Cinema,
Borivali East,
Mumbai - 400066

Secretarial Auditors:

M/s. Rathi & Associates

A/303 3rd Floor Prathamesh,
11/12 Senapati Bapat Marg,
Raghuvanshi Mill Compound,
Lower Parel, Mumbai – 400013.

Registrar & Share Transfer Agent:

M/s Link Intime India Private Limited

C 101, 247 Park, LBS Marg,
Vikhroli West,
Mumbai – 400083.

Registered office:

Premises No 13A, 13th Floor,
Earnest House, Backbay Reclamation,
NCPA Road, Block No III,
Nariman Point, Mumbai – 400 021
CIN: L72200MH1995PLC085488
Tel : 022 – 6681 6400
Fax: 022 – 2282 2030
Email: investors@allieddigital.net
Website: www.allieddigital.net

Key Bankers:

Indian Bank
Barclays Bank

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Ladies and Gentlemen,

It is my pleasure to welcome you to the 27th Annual General Meeting of your company. Your company continues to progress on its mission, powered by a disruptive transformation journey, able leadership, and strategic investments. In the financial year gone by, it expanded to newer geographies, added more clients, strengthened its employer brand, improved its quality of revenue, and pushed the bar of operational excellence and Governance. The transformation agenda that Allied Digital had set itself onto is playing out well and will continue to drive a leadership position for your company, in the coming years.

We are pleased to inform you that your company has declared a 15% dividend this year.

Industry outlook

The IT industry accounted for 8% of India's GDP in 2020. Exports from the Indian IT industry are expected to reach US\$ 150 billion in FY21. The Indian IT industry will stage a "strong recovery" in 2021-22 with revenue growth of up to 11 percent, as per a leading rating agency. The recovery will be led by increased outsourcing and accelerated digital transformation services, mainly in sectors such as banking, financial services, insurance, healthcare, retail, manufacturing and many more.

Allied Digital is a pioneer of the IT industry and our vast experience has given us unmatched ability to read the environment better than others. Your company read the signs of a disruption in the

making. This disruptive inflection point in the world came into play led by business and technology innovation. The fast-evolving business models and emerging technologies have been leading the change. Your company had read this trend earlier than other players and hence initiated version 6.0 of its transformative journey - Disruption Driven Transformation.

Covid pandemic accelerated the precipitation of this change driving the dire need for rapid digital transformation for all businesses, big or small. From a good to have, digital business transformations became a must-have. Your company therefore finds itself into the zone of unmatched relevance for clients today, as it had started getting ready for this value offering way ahead of time.

Having the capability to advance Sustainable Development Goals by 70%, Smart Cities can deliver a cleaner and more sustainable environment. With increased urbanisation, industrialisation, and consumption, come increased environmental challenges. While technology is only one element that can help to address these challenges, overall analysis by a leading management consultancy indicate that deploying a range of applications to the best reasonable extent could cut emissions, lower water consumption and reduce the volume of solid waste per capita. Your company has been a long standing leader in this space.

Your Company

Our philosophy of "small pain and long gain" has paid results. I would like to take a moment, to thank our investors for their patience during our transformation journey. We are pleased to share that we have entered the high growth phase beginning January 2020.

The readiness of your company for this changing business environment is poised well, as all 6 business revenue towers of the company are firing on all engines. The holistic mix of 6 towers of Cloud Native, Cybersecurity, Infrastructure Management Services, Master Systems Integration, Workplace Management, and Software services are offering us an unmatched competitive advantage.

Your company is a pioneering leader in Smart Cities. With six prestigious Smart City projects already executed and many more in the pipeline, it is poised to remain a game-changer in the Master System Integrator (MSI) space, led by its IP-driven solutions. More Smart Cities have been announced and this demand is growing exponentially. The entire critical command and control systems of a city are being controlled by IP-driven smart infrastructure and data.

The advent of microservices-led agile DevOps has positioned your company right into the middle of client transformations. As operations get tightly integrated with the process of development, the fulcrum has shifted towards operations. It has created an equal balance between operations and development, from an earlier position of being heavily leaning more towards development. Allied Digital stands to gain significantly as this now positions your company right into the middle of the transformation agenda of clients.

Allied Digital led the change in remote working through its mature NOC and SOC centres, which were operating at global levels of excellence, as early as 2007. The principle of remote-first led to mature practices leading to sending people only when really required, and prepared us quite early, for the current demand across the world.

Today, in tough Covid-19 times, the company is managing full operations seamlessly under "Work from Home" strictly adhering to high-level security standards (Zero trust strategy) based Business Continuity plan. We are "Always-On" 24x7x365, and with infrastructure in the cloud, we offer secure access for the employees working from home.

The strength of your company in the cybersecurity space augurs well. Cybersecurity is witnessing an exponential rise. Cybersecurity in today's digital environment is critical for protecting critical systems and infrastructure from malware and digital attacks. Your company has developed expertise and skills to combat threats against all digital assets, systems, and applications, irrespective of the origin of such threats from within the organisation or outside. We offer our clients a comprehensive cybersecurity strategy that is steered by industry best practices. Our solutions can handle threats more effectively and control or minimize the duration and impact of such breaches when they transpire.

Over the years, Allied Digital has gained a tremendous competitive advantage through its expertise in public clouds such as AWS, Azure, and GCP to implement hybrid cloud models for enterprises. We are leading the deployment of several cloud enablement projects, deploying holistic managed cloud services, and implementing software-as-a-service applications for marquee clients across the world. Your company plays a strategic role in the success of the internal cloud journeys of clients around the world.

Our IT service management platform, ADiTaaS, is an intuitive service management platform that transforms the digital capability of organizations whether on-premises or in the cloud. It has received the prestigious certification from PinkVERIFY, the world's highest standard for IT service management. This now gives our clients additional confidence that our platform has achieved a level of alignment with required ITIL processes.

Our growth as well as the quality of revenue has tremendously improved during the year. We have won large multi-year deals, including world's leading, Indian diversified natural resources company and also the world's leading Germany based supplier of luxury cars and commercial vehicles amongst others, with annual price escalation to ensure healthy sales growth for the coming years. These large ticket size deals are proving to be a game changer for your company.

SLA driven fixed priced ICT projects along with multi-year IT Infrastructure Management Services (IMS) and Managed Security services (MSS) contracts are resulting in healthy annuity revenues. We are today selective in the choice of contracts. Allied Digital clientele now includes Fortune 1000, large, mid-size companies, and Government bodies across the globe in multiple industry domains.

We have expanded our direct global presence with offices in

Europe, UK, Japan, Brazil, the US, Australia, Singapore, Canada and are today, present across continents. Your company is now one of the few Indian MNCs with a direct presence across the globe.

We are pleased to inform you that your company has declared a 15% dividend this year. We are proud to announce that we have become nearly debt free and that too without selling any assets or diluting our stake. In fact, the promoters have increased their shareholdings using the preferential route.

The company firmly believes in its Corporate Social Responsibility and is helping the community with suitable assistance towards needy causes like food, education, healthcare, religious causes. Our HR function remains strong as ever with excellent leaders at the helm and is ready to fly higher. We have had much lower attrition as compared to industry standards. We are on a hiring spree and are hiring 750 employees this year.

Our progress has been appreciated and has resulted in several awards and accolades being given to your company. These are mentioned in the awards section of the report.

Outlook

Digital Disruption is the future and we will continue to play a leading role. We plan to train personnel on newer technologies like IoT, Big data, Analytics, AI, and ML. Today, we are a global organization with registered offices across continents and offering our services across 70 countries. Our teams, clients, and partners around the world are the driving forces shaping our experiences, harnessing our capabilities into strengthening our operations and developing impactful solutions that will transform our company into a more supportive, inclusive, and successful technology-driven organization.

Disruption was a focal priority for Allied Digital in 2020 and the ensuing pandemic made that focus a lot more urgent and imperative. The company initiated actions and plans to help our clients, partners and the workforce adapt to the pandemic. We will support business transformation using the above skillsets, enabling cost-effective efficient solutions and leveraging new technologies. Allied Digital is on its journey to be a major player as Global Digital Transformation Architect focusing on B2B, B2G, Smart Cities, and other IP-based solutions.

Our vision for the future includes remaining a front-runner in the digital economy space and enabling the ongoing lifestyle changes onto a unified digital platform. I seek your continued patronage for our success.

With warm regards,

Nitin Shah

Chairman and Managing Director



Dear Investors,

The financial year 2020-21 has been remarkable for your company. The COVID-19 global pandemic has changed everything such that traditional ways of doing things are being re-evaluated. The IT industry has seen a revolution in the past year and has been at the forefront of all businesses enabling business continuity in these challenging times. Your company has been well prepared for such an event, with absolutely zero disruption to our customers we have managed to transition our delivery center to a remote working environment smoothly and successfully.

Your company has achieved new heights in the last year by extending its direct presence in 8 EU countries, Japan, Brazil, and China. This is an outcome of large multi-year global services and support deals that we have bagged in FY 2020-21. This global footprint has made us a preferred service provider for our various partners.

India business has also seen good traction in the last year. While due to the pandemic there was a slowdown in the government decision making, our enterprise pipeline has been very strong. Our association in partner model with large IT service providers in India has enabled us to be part of very large total outsourcing deals with your company's focus on IT Infrastructure support and services. Government business too, we are expecting good growth in the following year with some large deals we have been working on. Additionally, despite the lockdowns we have managed to complete the works for the smart cities project we had won in the last year and are all expected to Go-Live in this coming financial year, post which the Operations and Maintenance will begin.

Despite of continued COVID-19 pandemic effect, your company has managed to increase the overall revenue by more than 8% and maintained to achieve the same level of profitability as in the earlier year. Due to onboarding of large annuity business in domestic as well as overseas subsidiaries, considerable growth is expected in terms of revenue and profitability as well in current and coming financial years. Your Board has recommended a payment of dividend ₹ 0.75 per share of the face value of ₹ 5.00 each for the financial year 2020-21 as compared to ₹ 0.50 per share paid for the previous financial year.

As highlighted in my earlier years message, your company is poised to become a debt free organization in due course hence continue to reduce its debts, which is evident from the reduction in debt and finance costs as per the enclosed financials for the year under review.

Your company's unique positioning as a IT services partner of choice for large IT companies, EPC companies, consulting companies has paid off quite well by bringing lot of opportunities to the table as well as predictable cashflows for smooth operations.

In the coming year your company will continue its quest to be the best Global IT services and support company. But with the ever changing and upgrading industry that we are part of, we will be focusing heavily on new avenues like Cyber Security including Cyber Forensics, Cloud Computing and Artificial Intelligence where we have already achieved some wins.

With warm regards,

Prakash Shah

Whole-time Director



Ladies and Gentlemen,

It gives me great pleasure to welcome you to the 27th Annual General Meeting of your Company.

Outlook

Your company is a well-established player in the IT Managed Services space and is a leading Master System Integrator in the country and globally. Digital Disruption is the way forward and your company is at the forefront with market leading offerings. We are focusing on 6 key growth engines like Infrastructure Management Services, Master Systems Integration, Cloud Native, Workplace Management, Cyber security, and Software services. This ensures our service offerings are future proof.

Expansion

Your company has extended its global footprint with our new offices in Japan, China, and Brazil which we see are important markets for us. We are already well established across the Americas, Asia, Europe Middle East, and Australia.

Financials

The revenue growth of the company has been stellar during the year in question and our revenue has grown from ₹336 crores in 19-20 to ₹362 crores in 20-21. (8% growth).

We have won large multi-year deals from world's leading Indian diversified natural resources company and also the World's leading German based supplier of luxury cars and commercial vehicles amongst others with annual price escalation to ensure healthy sales growth for the coming years. This stupendous performance has been also a result of keeping our operational expenses under

strict control in these testing times and reducing our finance costs. We hope to achieve better results in the coming years and continue on the growth path.

Employee First

At Allied Digital we always believe in the fact that we succeed because of our employees. These tough times were utilized to transform our organization internally by making the employees "Future ready" through motivation, training, and empowerment. The flexible WFH policy helped ensure employees are safe and continue working seamlessly through technology. We conducted a vaccine drive for our employees to ensure their well-being.

While industry attrition rates are in the range of more than 20%, we have a low single digit (8%) attrition rate.

COVID-19

As you are all aware the world is grappling with the Global Covid-19 Pandemic and the vaccines have finally come to help reduce fatalities and allow people to come back to work. In this scenario where travel is still restricted we are keeping the lights on with "Work from Home" solutions and ensuring seamless operations for our customers with innovative and secure technology to ensure there is no disruption either at our employee end or for our customers.

Technology is at the forefront with virtual office and other solutions, and we believe your company

is in the right domain to reap the benefits with our unique IT offerings. In fact, it is safe to say that we are now an essential industry to ensure work lights are kept "ON".

We believe that your company is well poised to successfully tide over the challenges and emerge as a leading player in the IT Industry. We hope to continue having your patronage by our side.

With warm regards,

Nehal Shah

Executive Director



Hello Investors,

Though a challenging year for the entire world, we have come out with flying colours. Growth in numbers, growth in customer satisfaction and growth in new logos. Thanks to our proactive planning of cloud based redundant infrastructure and entire operations staff, who has stood tall, have been able to deliver services seamlessly to global customers, growing their trust in us. Our journey towards service delivery excellence has yielded immediate fruits.

On top of this, our sales have not slowed down. We have continued our revenue growth from our existing business as well as gaining new logos. In-short, we have been improving our revenues and also keeping our EBITDA in steady improvement. More importantly, we have added more partners and also our deal-size has been increasing significantly. The current year sales has surprised us big time. I am proud to announce that we have won a very large opportunity on end user transformation for a global giant worth approximately ₹ 650 crore for 5 years, as well as an outsourcing contract for a very large Indian conglomerate worth Rs 200 crore. Our smart city and systems integration business continues to create big success stories.

The pandemic proved that IT is showing the growth path and also resilience for most businesses. Global IT demand is even more growing. Technologies such as AI, cybersecurity and cloud are at the center stage. Allied Digital, is rightly poised to take advantage on its investments in the form of

- Expansion to several countries such as Japan, China and Brazil

apart from the US, Europe, Middle East, Singapore and Australia.

- Setting up of new large facility to scale business operations, drive innovative center of excellence, working with top recognized universities and incubating startups
- Invest into training for adopting trending technologies as well as building leadership
- Improving brand, building new face to the digital world.
- Adding new partners, building new relationships and improving our cost of operations
- Constantly improving our corporate governance

Coming to our company's direction, we have a clear vision and plan for the next three years. We have carved out six business units. Namely,

- "Digital end user workspace", "Enterprise Infrastructure Managed Services" as our accelerator services and solutions
- "CyberSecurity", "Cloud Migration and Engineering", "Smart cities and Systems Integration" our big growth drivers
- "Digital Transformation comprising of AI, ADiTaaS Platform and DevOps" to build and support innovative solutions

Some other highlights

- We are recognized for "CIO choice" award for managed IT services for the year 2021, a unique initiative, where CIOs (our customers) select the best in that category of IT services
- Our ADiTaaS Platform got PinkVerify Certified, among the highest recognition for ITSM Platform software across the globe
- The Kalyan-Dombivli smart city project has been a joint winner among the best smart city projects in India.
- We successfully completed 5 year of Pune City project and are serving for extended period. This speaks volumes of our large project handling and sustenance capability.
- We have considerably reduced our debts, and are almost a debt free organization, rated also as "Grade A" MSME

In all, we are firing on all cylinders. Working hard to deliver enhanced digital customer experience. Introspecting continuously on our strategies and are embarked on even stronger business growth roadmap. Your good wishes have motivated us to reach new benchmarks and are confident that we will continue this positive stride standing by our motto of "Passion", "Teamwork" and "Innovation".

With warm regards,

Paresh Shah

Chief Executive Officer



Integrated Solutions Group

The year witnessed shutdown imposed by the authorities due to second phase of the pandemic. This impacted the government initiative to award several Infrastructure projects including those related to Smart and Safe city. Projects under implementation by ADSL and other consortium partners at Rajkot, Aurangabad, Bidkin and Kalyan Dombivili faced slow down due to restrictions on movement and gathering, but ADSL along with its consortium partners in cooperation with the Government Authorities managed to keep majority of the activities ongoing to expedite implementation. These projects are now operational and awaiting user acceptance test and declaration of Go Live by the Authorities.

Your company continues to participate in opportunities in Smart/ Safe City and is hopeful of adding at least one more city to its existing list of six cities during the quarter.

Through an analysis of trends and projections, your company is now focusing on the areas of emerging technology that will be critical for driving the future growth of the industry. Leveraging on the work from home environment, your company initiated skill upgradation exercise especially in areas such as Artificial Intelligence (AI), Machine Learning (ML), Cyber Security, Cloud, Analytics and Internet of Things (IOT) that are critical constituents

of smart connected products that are deployed in Smart City, Intelligent Building Management System (IBMS) and in projects that demands Monitoring and Control which offers several advantages and benefits to the users. These products are capable of communicating with each other, features and attributes defined through software and can be Monitored and Managed by an Integrated Command and Control Centre (ICCC). The technology team were encouraged to attend webinars and training sessions conducted by various OEMs for increasing awareness and Core competencies in these areas. Several employees actively participated in training sessions and successfully achieved certification.

The initiative to build and support an emerging tech-based infrastructure will position your company to be early mover and progressively gain experience so as to differentiate its Solution and Services when the market matures. In the fast evolving marketplace where the competition within the industry is reshaping and the boundaries are getting extended such a move is crucial for gaining competitive advantage.

As a Master Systems Integrator (MSI) your company has delivered several enterprise class Physical Safety and Security projects for Critical Infrastructure Protection that included Stock Exchange, Government Offices, Pharma industry, Bank Cash Centres pan India among others over the years. With the increasing preference in the industry for solution based on IOT devices that leverages on AI Technology and embraces open standard, there is an observable trend in the market to adopt such systems. This has triggered a move in the industry to migrate from the legacy Physical Safety and Security companies with proprietary solutions to an MSI having experience and core competency in this domain as well as in the IT infrastructure such as Cloud, Network Infrastructure and Cyber Security solution for protection against cyber-attack. There has been a range of IOT based solutions launched in the industry for Safety and Security Automation by various OEMs – some of them new entrants -that is disrupting the market position dominated by traditional companies with legacy systems. This trend ideally suits ADSL profile as an MSI who believes in vendor agnostic and customer centric approach and has strived to keep pace with the evolving technology developments that transforms the need of the market with a corresponding team of qualified manpower to support this effort.

Your company has expanded its portfolio to include Intelligent Building Management System (IBMS) to its existing range of ELV systems comprising of Access Control, Video Analytics, IP Based Public Address System and Face Recognition as part of its Physical Safety and Security Automation portfolio. This increases the reach your company across widely diverse industries requiring specific solutions for Security and to comply with the guidelines for working environment during pandemic.

The year ahead is expected to grow the ISG business as a result of your company's increased emphasis on solutions that includes IOT Devices based on emerging technology with Open Standard to address the need of Government and Enterprise clients.

With warm regards

Jawahar Ali
CEO-ISC



Allied Digital wins in the Managed IT Services category at **CIO Choice 2021**



Allied Digital has been awarded **SME Grade-1** (the highest Credit Worthiness) by the **Brickworks Rating Agency**



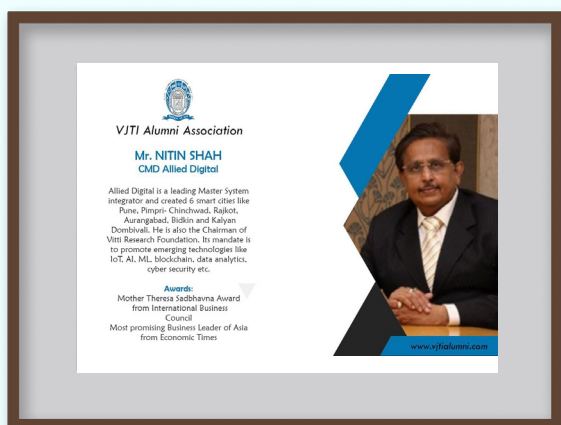
CMD Nitin Shah amongst the **top 100** global influencers who received the **Piktale Influencers Award in June 2021**



The ADiTaaS platform received certification from **PinkVERIFY** – the world’s highest standard for IT service management.



Allied Digital organized a **vaccination drive** to keep its employees safe and ensure business continuity.



CMD Nitin Shah receives a **Lifetime Achievement award** from the VJTI Alumni Association

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ALLIED DIGITAL SERVICES LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 13, 2021 AT 02:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the company for the Financial Year ended March 31, 2021, comprising of the Audited Balance Sheet as at March 31, 2021, the Statement of Profit & Loss and Cash Flow for the Financial Year from April 1, 2020 to March 31, 2021 including its Schedules and the Notes attached thereto and forming part thereof along with the reports of the Board of Directors and the Statutory Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the company for the Financial Year ended March 31, 2021, comprising of the Audited Consolidated Balance Sheet as at March 31, 2021, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the Financial Year from April 1, 2020 to March 31, 2021 including its Schedules and the Notes attached thereto and forming part thereof along with the report of the Statutory Auditors thereon.
2. To declare dividend on equity shares of the company for the Financial Year 2020-21.
3. To appoint a Director in place of Mr. Nehal Nitin Shah (DIN: 02766841), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203, Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to Articles of Association of the company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the company and members of the company be and is hereby accorded for re-appointment of Mr. Nitin Shah (DIN: 00189903), as Managing Director of the company for a period of five (5) years from April 01, 2021 to March 31, 2026 on such terms and conditions including remuneration as set out in Clause A to F below:

- A. Period of Appointment:** April 01, 2021 to March 31, 2026
- B. Basic Salary/Fixed Remuneration:** ₹ 2,00,00,000 per annum for the said tenure up to March 31, 2026. However the same may be revised subject to recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors;
- C. Variable Remuneration:** In addition to the fixed remuneration the Managing Director shall also be entitled for variable remuneration:
 - Commission payable against overall performance of the company, and/or
 - Against Management Fees receivable from Allied Digital LLC, USA subsidiary company.

as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time however the payment of total variable remuneration to the Managing Director at any time shall not exceed 200% of the total annual fixed remuneration. The detailed calculation, modalities justification for payment of such variable remuneration shall be approved by the Board of Directors from time to time;
- D. Perquisites:** The Managing Director, as per recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, shall also be entitled for such allowances/perquisites during his tenure viz.
 - reimbursement of expenditure or allowances in respect of rent-free furnished accommodation owned, leased or rented by the company or House Rent Allowances in lieu thereof;
 - repairs and maintenance of accommodation including furnitures, fixtures and furnishings and provision of gas, electricity and water;
 - medical reimbursement, health insurance premium, group personal accident insurance;
 - telephone facility at residence, mobile phone;
 - leave travel concession for himself and his family;
 - fees for two clubs;

- annual fees for two credit cards;
- company's car with a driver and maintenance, and
- any other reimbursements, allowances or perquisites in terms of the company's Rules.

"Family" mentioned above means the spouse, dependent parents and dependent childrens of the Managing Director, as mentioned in the applicable Rules or Schemes.

The Managing Director shall also be entitled for perquisites not forming part of the basic salary for the purpose of computation of the Managing Director's remuneration or perquisites viz.:

- (i) Company's contribution to Provident Fund and Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (iii) Encashment of leave at the end of tenure as per the Rules of the company.

Perquisites shall be evaluated as per the applicable provisions of the Income Tax Act along with its relevant rules.

E. Minimum Remuneration: In the event that in any financial year during the tenure of the Managing Director the company has no profits or its profits are inadequate as computed under the applicable provisions of the Act, Mr. Nitin Dhanji Shah, Managing Director shall be entitled to receive the aforementioned remuneration as the minimum remuneration subject to receipt of requisite approvals, if any.

F. Termination: The appointment is liable for termination by either party giving six (6) months' notice in writing to the other.

RESOLVED FURTHER THAT approval of shareholders be and is hereby granted to Mr. Nitin Dhanji Shah (DIN: 00189903), to continue to hold the office of Managing Director on attainment of the age of 70 years.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of sections 196,197,203, Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to Articles of Association of the company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the company and members of the company be and is hereby accorded for re-appointment of Mr. Prakash Dhanji Shah (DIN: 00189842), as Whole-time Director of the company for a period of five years from April 01, 2021 to March 31, 2026 on such terms and conditions including remuneration as set out in Clause A to F below:

- A. Period of Appointment:** April 01, 2021 to March 31, 2026;
- B. Basic Salary/Fixed Remuneration:** ₹ 1,00,00,000 per annum for the said tenure upto March 31, 2026. However the same may be revised subject to recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors;
- C. Variable Remuneration:** In addition to the fixed remuneration the Whole-time Director shall also be entitled for variable remuneration:
 - Commission payable against overall performance of the company, and/or
 - Against Management Fees receivable from Allied Digital LLC, USA, subsidiary company.

as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time however the payment of total variable remuneration to the Whole-time Director at any time shall not exceed 200% of the total annual fixed remuneration. The detailed calculation, modalities, justification for payment of such variable remuneration shall be approved by the Board of Directors from time to time;

- D. Perquisites:** The Whole-time Director, as per recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, shall also be entitled for such allowances/perquisites during his tenure viz. :
 - reimbursement of expenditure or allowances in respect of rent-free furnished accommodation owned, leased or rented by the company or House Rent Allowances in lieu thereof;
 - repairs and maintenance of accommodation including furnitures, fixtures and furnishings and provision of gas, electricity and water;
 - medical reimbursement, health insurance premium, group personal accident insurance;

- telephone facility at residence, mobile phone;
- leave travel concession, for himself and his family;
- fees for two clubs;
- annual fees for two credit cards;
- company's car with a driver and maintenance, and
- any other reimbursements, allowances or perquisites in terms of the company's Rules.

"Family" mentioned above means the spouse, dependent parents and dependent childrens of the Whole-time Director, as mentioned in the applicable Rules or Schemes.

The Whole-time Director shall also be entitled for perquisites not forming part of the basic salary for the purpose of computation of the Whole-time Director's remuneration or perquisites viz.:

- (i) Company's contribution to Provident Fund and Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (iii) Encashment of leave at the end of tenure as per the Rules of the company.

Perquisites shall be evaluated as per the applicable provisions of the Income Tax Act along with its relevant rules.

A. Minimum Remuneration: In the event that in any financial year during the tenure of the Whole-time Director, the company has no profits or its profits are inadequate as computed under the applicable provisions of the Act, Mr. Prakash Dhanji Shah, Whole-time Director shall be entitled to receive the aforementioned remuneration as the minimum remuneration subject to receipt of requisite approvals, if any.

B. Termination: The appointment is liable for termination by either party giving six (6) months' notice in writing to the other.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

6. 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 Section 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as amended, approval of the company be and is hereby accorded to the Board of Directors to enter into contracts/arrangements with Allied Digital Services, LLC, USA, a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and the SEBI LODR, for the financial year ended March 31, 2022, for:

1. Sale, purchase or supply of any goods or materials – up to maximum of ₹ 50 crores; and
2. Availing or rendering of any services – up to maximum of ₹ 150 crores

on such terms and conditions as may be approved by the Audit Committee and the Board of Directors from time to time.

RESOLVED FURTHER THAT any one of the Board of Directors be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the company."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other rules made thereunder and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Swanubhuti Jain (DIN : 09006117), be and is hereby appointed as an Independent Director of the company to hold office for a period of 5 (five) consecutive years upto March 31, 2026 and that her office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT any one of the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, incidental and/or ancillary thereto to give effect to the aforesaid resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT in accordance with the provisions of sections 196, 197, 203, Schedule V of the Companies Act, 2013, the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to Articles of Association of the company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the company and members of the company be and is hereby accorded for re-appointment of Mr. Nehal Shah (DIN: 02766841), as an Executive Director of the company for a period of three (3) years from July 30, 2021 to July 29, 2024 on such terms and conditions including remuneration as set out in Clause A to F below:

- A. Period of Appointment:** July 30, 2021 to July 29, 2024;
- B. Basic Salary/Fixed Remuneration:** ₹ 12 Lakhs per annum for the said tenure upto July 29, 2024. However the same may be revised subject to recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors
- C. Variable Remuneration:** In addition to the fixed remuneration the Executive Director shall also be entitled for variable remuneration:
 - Commission payable against overall performance of the company, and/or
 as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time however the payment of total variable remuneration to the Executive Director at any time shall not exceed 200% of the total annual fixed remuneration. The detailed calculation, modalities justification for payment of such variable remuneration shall be approved by the Board of Directors from time to time;
- D. Perquisites:** The Executive Director, as per recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, shall also be entitled for such allowances/perquisites during his tenure viz.:
 - reimbursement of expenditure or allowances in respect of rent-free furnished accommodation owned, leased or rented by the company or House Rent Allowances in lieu thereof;
 - repairs and maintenance of accommodation including furniture, fixtures and furnishings and provision of gas, electricity and water,
 - medical reimbursement, health insurance premium, group personal accident insurance;
 - telephone facility at residence, mobile phone;
 - leave travel concession, for himself and his family;
 - fees for two clubs;
 - annual fees for two credit cards;
 - company's car with a driver and maintenance, and
 - any other reimbursements, allowances or perquisites in terms of the company's Rules.

"Family" mentioned above means the spouse, dependent parent and dependent children of the Executive Director, as mentioned in the applicable Rules or Schemes.

The Executive Director shall also be entitled for perquisites not forming part of the basic salary for the purpose of computation of the Executive Director's remuneration or perquisites viz.:

- (i) Company's contribution to Provident Fund and Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (iii) Encashment of leave at the end of tenure as per the Rules of the company.

Perquisites shall be evaluated as per the applicable provisions of the Income Tax Act along with its relevant rules.

- E. Minimum Remuneration:** in the event that in any financial year during the tenure of the Executive Director, the company has no profits or its profits are inadequate as computed under the applicable provisions of the Act, Mr. Nehal Shah, Executive Director shall be entitled to receive the aforementioned remuneration as the minimum remuneration subject to receipt of requisite approvals, if any.
- F. Termination:** The appointment is liable for termination by either party giving six (6) months' notice in writing to the other.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 19(4) read with Part D of

Schedule II of and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sunil Vasudev Bhatt (DIN: 09243963), who was appointed as an Additional Director of the company with effect from July 30, 2021 by the Board of Directors to hold office upto the date of this Annual General Meeting of the company and in respect of whom company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sunil Vasudev Bhatt (DIN: 09243963) be and is hereby appointed as a Non-Executive Director of the company and whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any one of the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, incidental and/or ancillary thereto to give effect to the aforesaid resolution."

By Order of the Board of Directors
For Allied Digital Services Limited

Nitin Dhanji Shah
Chairman and Managing Director
DIN: 00189903

Place: Mumbai
Date: July 30, 2021

Registered Office:

Premises No. 13A, 13th Floor, Earnest House,
NCPA Road, Block No. III, Back Bay Reclamation,
Nariman Point, Mumbai 400 021

CIN: L72200MH1995PLC085488

Website: www.allieddigital.net

Email: investors@allieddigital.net

Tel: +91 22 6681 6400

Fax: +91 22 2282 2030

NOTES:

General instructions for accessing and participating in the 27th AGM through VC/OAVM facility and voting through electronic means including remote e-Voting:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs ('MCA') has vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the Listing Regulations due to the Covid-19 pandemic" (collectively referred to as "SEBI Circulars") permitting convening of General Meeting through video conferencing (VC) or other audio visual means (OAVM) without physical attendance of the Members at a common venue.

In accordance with the MCA Circulars and SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and Listing Regulations, the 27th Annual General Meeting ('AGM') of the Company is being held through VC/OAVM on Monday, September 13, 2021 at 02:00 p.m. The deemed venue for the AGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the AGM is annexed hereto. The matters of Special Business as appearing at item nos. 4 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. Pursuant to MCA Circulars and SEBI Circulars relaxation has been granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to members. Accordingly, the Company will only be sending soft copy of the Annual Report 2020-21 and Notice convening 27th AGM via e-mail, to the members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant/Depository on or before 21 days of the scheduled Annual General Meeting of the Company.
4. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
5. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
6. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) the Body Corporates are entitled to appoint authorised representatives via Authorization letters/Resolution to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. The said Resolution/Authorization Letters shall be sent to the Scrutinizer by e-mail on its registered e-mail address to hsk@rathiandassociates.com with a copy marked to evoting@nsdl.co.in and investors@allieddigital.net.
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
8. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. The Notice calling the AGM has been uploaded on the website of the Company at www.allieddigital.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL i.e. nsdl.co.in
10. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection.
11. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the

Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

12. Dividend, if approved by the Members at the ensuing AGM, will be paid on or before **October 12, 2021**, to those
 - Members whose name appears in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or its Registrar and Share Transfer Agents (RTA) on or before **September 06, 2021**.
 - Beneficial Owners whose name appears in the list of Beneficial Owners Position list as on the closing hours of **September 06, 2021** furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.
13. Pursuant to section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 07, 2021 to Monday, September 13, 2021 (both days inclusive)** for AGM and determining the names of members eligible for dividend on equity shares for the financial year 2020-21.
14. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website i.e. www.allieddigital.net. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on: www.iepf.gov.in.
15. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
16. Member are requested to intimate changes, if any, pertaining to Change of Name, E-mail Address, Contact Numbers, Address, bank details, National Electronic Service (NECS), Electronic Clearing Service (ECS), Mandates, Nomination, Power of Attorney, etc. to their respective Depository Participant (DPs), if the shares are held in electronic form and to the Registrar and Share transfer Agent i.e. Link Intime India Private Limited if the shares are held by them in physical form. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Transfer Agents to provide efficient and better services.
17. Members seeking any information with regards to the financial statements or any matter to be placed at the AGM, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@allieddigital.net. The same will be replied by the Company suitably.
18. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
19. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.
20. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

21. The company has made special arrangement with the RTA for registration of e-mail addresses in terms of the MCA Circulars for members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically. Eligible members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5:00 p.m. IST on **Tuesday, August 31, 2021** pursuant to which, any member may receive on the e-mail address provided by the member the Notice of this AGM along with the Annual Report 2020-21 and the procedure for remote e-voting along with the login ID and password for remote e-voting.

a) Procedure for registration of Email Address with RTA is as under:-

i. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their website i.e. www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA i.e. rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii. For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

iii. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their website i.e. www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA i.e. rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

b) Procedure for registration of Bank Details with RTA is as under:-

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt. Ltd., by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website i.e. www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail ID along with the he copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA i.e.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

c) Communication in respect of deduction of tax at source on Final Dividend payout:

The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The url for the same is <https://www.linkintime.co.in/client-downloads.html> - On this page select the General tab. All the forms are available in under the head: "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the url - <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

Thereafter, the user shall be prompted to select/share the following information to register their request.

- Select the company (Dropdown)
- Folio/DP-Client ID
- PAN
- Financial year (Dropdown)

- Form selection
- Document attachment – 1 (PAN)
- Document attachment – 2 (Forms)
- Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Link Intime India Pvt. Ltd. should be done on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS/Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after Record date for the dividend, 6:00 PM. The Company will arrange to email a soft copy of the TDS certificate to you on your registered email ID post completion of activities.

Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

All communications/queries in this respect should be addressed to our RTA, Link Intime India Pvt. Ltd. to its email address i.e. : adsldivtaxexemption@linkintime.co.in

E-voting:

In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circular, the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by remote e-voting prior to the AGM or by remote e-voting during the AGM. Instructions for members for attending the AGM through VC/OAVM are explained below.

The members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The members present at the Meeting through VC/OAVM who have not cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the meeting but shall not be entitled to cast their vote again.

The remote e-voting period begins on **September 10, 2021 at 09:00 A.M.** and ends on **September 12, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The members, whose names appear in the Register of Members/Beneficial Owners as on the record date ("cut-off date") i.e. **Monday, September 06, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, September 06, 2021**.

Mr. Himashu S. Kamdar, (ICSI Membership No. 5171) of M/s. Rathi & Associates, Company Secretaries in whole-time practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting process provided at the AGM in a fair and transparent manner.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available on the above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode, for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542/43

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hsk@rathindassociates.com with a copy marked to evoting@nsdl.co.in and investors@allieddigital.net
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@allieddigital.net
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@allieddigital.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID/folio number, PAN, mobile number at investors@allieddigital.net. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. September 06, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 .

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **September 06, 2021** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in

By Order of the Board of Directors
For **Allied Digital Services Limited**

Nitin Shah
Chairman & Managing Director
DIN: 00189903

Place: Mumbai
Date: July 30, 2021

Registered Office:

Premises No. 13A, 13th Floor, Earnest House,
NCPA Road, Block No. III, Back Bay Reclamation,
Nariman Point, Mumbai 400 021

CIN: L72200MH1995PLC085488

Website: www.allieddigital.net

Email: investors@allieddigital.net

Tel: +91 22 6681 6400 • **Fax:** +91 22 2282 2030

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 & 5

Mr. Nitin Dhanji Shah as Chairman and Managing Director and Mr. Prakash Dhanji Shah as Whole-time Director were re-appointed by the members at the 22nd Annual General Meeting held on September 26, 2016 for a period of five (5) years from April 01, 2016 to March 31, 2021.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on March 01, 2021 approved the re-appointment of Mr. Nitin Dhanji Shah as Chairman and Managing Director and Mr. Prakash Dhanji Shah as Whole-time Director of the Company for a period of five years from 1st April, 2021 to 31st March, 2026.

The Nomination and Remuneration Committee of the Company along with the Board of Directors reviewed the terms and conditions of the re-appointment of the Managing Director and Whole-time Director. The principal terms are as follows:

Sr. No.	Particulars	Mr. Nitin Dhanji Shah, Chairman and Managing Director	Mr. Prakash Dhanji Shah, Whole-time Director
1.	Salary	₹ 2,00,00,000 per annum	₹ 1,00,00,000 per annum
2.	Variable Remuneration	In addition to the fixed remuneration the Managing Director shall also be entitled for variable remuneration: - Commission payable against overall performance of the Company, and/or - Against Management Fees receivable from Allied Digital LLC, USA subsidiary company.	
3.	Termination	Either party giving 6 months' notice in writing to the other.	

In terms of Section 196(3) of the Companies Act, 2013 no Company shall continue the employment of any person as managing director who has attained the age of seventy (70) years, Mr. Nitin Dhanji Shah will attain the age of seventy (70) years on September 05, 2024 so as a matter of abundant caution, it is proposed to obtain approval of the shareholders as per the provision of Section 196(3) of the Act for continuation of his employment as a Managing Director, on the same terms of appointment and remuneration as set out at item no. 4 of the notice after his attainment of age of 70 years.

The aforesaid terms of re-appointment of Mr. Nitin Shah, Managing Director & Mr. Prakash Shah, Whole-time Director, presently requires the approval of the Shareholders pursuant to Section 197 of the Companies Act, 2013. The Board accordingly recommends the resolutions to be passed as special resolution, set out at item no. 4 & 5 of the accompanying notice, your approval is sought for the same.

Disclosure required under Schedule V of the Companies Act, 2013 is set out as the "**Annexure-A**" to this Notice.

Except Mr. Nitin Shah, Chairman and Managing Director, Mr. Prakash Shah, Whole-time Director, Mr. Nehal Shah, Director and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding.

ITEM NO. 6

Allied Digital Services, LLC, USA, is a 'Related Party' within the meaning of section 2(76) of the Companies Act, 2013 and Regulation 2 (1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended. The said Related Party is engaged in the business of providing IT and IT related services.

The Board of Directors of the Company on recommendation of the Audit Committee at its meeting held on July 30, 2021, approved availing of the services related to:

- 1) Sale, purchase or supply of any goods or materials – up to maximum of ₹ 50 crores; and
- 2) Availing or rendering of any services – up to maximum of ₹ 150 crores.

The details of the transactions, proposed to be entered into, are as under:

Particulars	Information
Name of the Related Party	Allied Digital Services, LLC, USA
Name of Director(s) or Key Managerial Personnel who is related, if any	Nitin Dhanji Shah, Chairman and Managing Director; Prakash Dhanji Shah, Whole-time Director; Nehal Shah, Director.
Nature of Relationship	Promoter – Director
Material terms of the transaction	Availing or rendering of any services and sale, purchase or supply of any goods or materials
Monetary Value	Sale, purchase and supply of goods ₹50 crores Availing or rendering of services ₹ 150 crores
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes

As the aggregate of the transactions to be entered into with the said Related Party may exceed 10% of the Company's turnover for the financial year ended March 31, 2022, the said transaction would be deemed to be a 'material' related party transaction. Under Regulation 23 (4) of the SEBI LODR, all material related party transactions are required to be approved by shareholders and all the related parties shall abstain from voting on such resolution whether the entity is a related party to the transaction or not.

The contracts and/or arrangements with related parties for availing or rendering of services that are repetitive in nature and in ordinary course of business and also at arms' length basis.

The Board recommends the resolution set forth at item no. 6 for the approval of Members as an Ordinary Resolution.

Except Mr. Nitin Dhanji Shah, Chairman and Managing Director and Mr. Prakash Shah, Whole-time Director, Mr. Nehal Shah, Director none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

ITEM NO. 7

The Board of Directors of the Company had appointed Ms. Swanubhuti Jain (DIN: 09006117) as an Additional Director designated as Independent Director of the Company with effect from July 30, 2021.

In terms of section 160 of the Companies Act, 2013 Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Swanubhuti Jain (DIN: 09006117) as an Independent Director for a term up to five (5) years commencing from July 30, 2021 to March 31, 2026. The Company has also received a notice in writing from a member proposing the candidature of Ms. Swanubhuti Jain to be appointed as Director of the Company

The Company has received a declaration from Ms. Swanubhuti Jain confirming that she meets the criteria of independence under the Companies Act, 2013 ("the Act") and SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Swanubhuti Jain to act as Director in terms of Section 152 of the Act along with a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Nomination and Remuneration Committee and the Board, Ms. Swanubhuti Jain having vast knowledge and varied experience will be of great value to the Company. Further Ms. Swanubhuti Jain fulfils the conditions specified in the Act and rules made thereunder and SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management.

A brief profile of Ms. Swanubhuti Jain, including nature of his expertise is provided in this Annual Report. A copy of the draft letter of appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the company: www.allieddigital.net.

The Board of Directors recommends her appointment by passing of Special Resolution as set out at Item No. 7 of this notice.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Swanubhuti Jain are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Special Resolution set out at Item no. 7 for approval of the Members.

ITEM NO. 8

Mr. Nehal Shah, Executive Director was appointed by the members at the 24th Annual General Meeting held on September 03, 2018 for a period of three (3) years from July 30, 2018 to July 29, 2021.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on July 30, 2021 approved the re-appointment of Mr. Nehal Shah as Executive Director of the Company for a period of three (3) years from July 30, 2021 to July 29, 2024.

The Nomination and Remuneration Committee of the Company along with the Board of Directors reviewed the terms and conditions of the re-appointment of the Executive Director. The principal terms are as follows:

Sr. No.	Particulars	Details
1.	Salary	₹ 12 Lakhs per annum
2.	Variable Remuneration	Nil
3.	Termination	Either party giving 6 months' notice in writing to the other.

The aforesaid terms of re-appointment of Mr. Nehal Shah, Executive Director, presently requires the approval of the Shareholders pursuant to Section 197 of the Companies Act, 2013. The Board accordingly recommends the resolutions to be passed as special resolution, set out at item no. 8 of the accompanying notice. Your approval is sought for the same.

Disclosure required under Schedule V of the Companies Act, 2013 is set out as the **"Annexure-A"** to this Notice.

The Board of Directors recommends his appointment by passing of Special Resolution as set out at Item No. 8 of this Notice

Except Mr. Nitin Shah, Chairman and Managing Director, Mr. Prakash Shah, Whole-time Director, Mr. Nehal Shah, Director and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

ITEM NO: 9

The Board of Directors of the Company had appointed Mr. Sunil Vasudev Bhatt (DIN: 09243963) as an Additional Director of the Company with effect from July 30, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sunil Vasudev Bhatt shall hold office up to the date of the ensuing Annual General Meeting and is eligible offer himself for appointment as a director of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying candidature of Mr. Sunil Vasudev Bhatt for the office of Director of the Company.

A brief profile of Mr. Sunil Vasudev Bhatt, including nature of his expertise and other details in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is provided in this Annual Report.

The Nomination and Remuneration Committee and the Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company hence recommends the Resolution at item no. 9 of this Notice relating to his appointment as a Non-Executive Director, liable to retire by rotation, with effect from July 30, 2021, for your approval.

The Board of Directors recommends his appointment by passing of an Special Resolution as set out at Item No. 9 of this notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sunil Bhatt are concerned or interested (financially or otherwise) in this resolution.

By Order of the Board of Directors
For **Allied Digital Services Limited**

Nitin Shah
Chairman & Managing Director
DIN: 00189903

Place: Mumbai
Date: July 30, 2021

Registered Office:

Premises No. 13A, 13th Floor, Earnest House,
NCPA Road, Block No. III, Back Bay Reclamation,
Nariman Point, Mumbai 400 021
CIN: L72200MH1995PLC085488
Website: www.allieddigital.net
Email: investors@allieddigital.net
Tel: +91 22 6681 6400 • **Fax:** +91 22 2282 2030

BRIEF PROFILE OF THE DIRECTORS PROPOSED TO BE APPOINTED AT THE 27TH ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ['SS - 2'] ARE AS UNDER:

Name	Mr. Nitin Dhanji Shah	Mr. Prakash Shah	Mr. Nehal Shah	Mr. Sunil Bhatt	Ms. Swanibhuti Jain
Proposed Designation	Executive Director	Executive Director	Executive Director	Non-Executive Director	Independent Director
Date of Birth (age)	September 05, 1954 (66 years)	April 18, 1962 (59 years)	September 20, 1985 (35 years)	September 11, 1974 (46 years)	October 04, 1979 (41 years)
Nature of his expertise in specific functional areas	Information Technology	Finance, Taxation, Accounts	HR and Operations	Technology Innovation and Business Development	Business Strategy, Sales and Marketing, Customer Service, Quality, Administration
Qualifications	Electrical Engineering, Post Graduate Diploma in Computer Management	Bachelors Degree in Commerce, Diploma in Computer Management	Bachelor's Degree in Engineering Diploma in Computer Technology	Diploma in Computer Technology	Shastri, MA, Post graduation Diploma in Sales and Marketing management
Experience	40+ years	35+ years	11+ years	25+ years	20 years
Number of Shares held in the Company	15283031	8178348	111800	45000	-
Terms and Conditions of Appointment/re-appointment	<ul style="list-style-type: none"> - During his tenure with the company he shall not disclose directly or indirectly any information/document about the company - During his employment with the company he may come across of companies' plans, policies, undisclosed records design and/or strategies which are confidential in nature and he requires to maintain its confidentiality 				<ul style="list-style-type: none"> - During her tenure with the company she shall not disclose directly or indirectly any information/document about the company
Date of Appointment on the Board	March 01, 2021	March 01, 2021	July 30, 2021	July 30, 2021	July 30, 2021
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Mr. Nitin Shah and Mr. Prakash Shah are brothers. Mr. Nehal Shah is the son of Mr. Nitin Shah and relative of Mr. Prakash Shah			-	-
Number of Meetings attended during the year	7	7	7	-	-
Name of the other Companies in which also holds Directorship, Membership/Chairmanship of Committees	-	-	-	-	<ul style="list-style-type: none"> - Motilal Oswal Financial Services Limited - Motilal Oswal Asset Management Company Limited
Last drawn remuneration	₹ 2,00,00,000 per annum	₹ 1,00,00,000 per annum	₹ 12,00,000 per annum	-	-
Details of Remuneration sought to be paid	₹ 2,00,00,000 per annum	₹ 1,00,00,000 per annum	₹ 12,00,000 per annum	-	-

For Annexure A

Further Disclosure in pursuant to the provisions of Schedule V of the Companies Act, 2013

I	GENERAL INFORMATION	
	1. Nature of Industry	Information Technology
	2. Date or expected date of commencement of Commercial production	The Company has been engaged in the business of Information Technology for more than 2 decades.
	3. In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not Applicable
	4. Financial performance based on the given indicators	Financial performance based on the Audited Accounts for the year ended March 31, 2021 is as under:
		Sales ₹ 10,024 Lakhs
		Profit after Tax ₹ 777 Lakhs
		Asset Turnover Ratio 0.17
		Current Ratio 2.91
		Profit to Net Sales 7.76%
	5. Export performance and net foreign exchange collaborations	The total export sales realised during the year ended March 31, 2021 amounts to ₹ 3722 Lakhs
	6. Foreign investments or collaborations, if any	The Company' total investment as on March 31, 2021 in its Foreign Subsidiary Companies is ₹ 14744 Lakhs.
II	OTHER INFORMATION	
	1. Reasons of loss or inadequacy of profits	Company has made profit during the year and the Company is expected to perform even better in coming years. Productivity and profits are expected to be improved accordingly.
	2. Steps taken or proposed to be taken for improvement	
	3. Expected increase in productivity and profits in measurable items	
III	OTHER DISCLOSURE	The other disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Directors' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2020-21

INFORMATION ABOUT THE APPOINTEE

Name	Mr. Nitin Shah	Mr. Prakash Shah	Mr. Nehal Shah	Mr. Sunil Bhatt	Ms. Swanibhuti Jain
Background details	Expertise in the field of Information Technology and has experience of 40+ years.	Expertise in the field of Finance, Taxation and Accounts and has experience of 35+ years.	Having an experience of 11+ years and expertise in HR and operations	Technology Innovation and Business Development	Business Strategy, Sales and Marketing, Customer Service, Quality, Administration
Recognition or awards	1. Most promising Business Leader of Asia by Economic Times 2. Lifetime Achievement Award – VJTI Alumni Association	-	-	-	-
Job profile and his suitability	Overall Management of the Company				
Comparative remuneration profile with respect of industry, size of the company, profile with the position and person.	The proposed remuneration is in line with other companies in the IT Industries				-
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Nitin Dhanji Shah and Mr. Prakash Dhanji Shah are brothers. Mr. Nehal Nitin Shah is the son of Mr. Nitin Dhanji Shah and relative of Mr. Prakash Dhanji Shah			-	-

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting the Twenty Seventh Annual Report on the business and operations along with the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2021.

1. FINANCIAL PERFORMANCE:

The standalone and consolidated financial statements for the financial year ended March 31, 2021, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

Key highlights of financial performance of your Company for the financial year 2020-21 compared with the previous financial year:

(₹ in Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2020-21	2019-20	2020-21	2019-20
Total Operating Income	9,619	9,379	35,808	33,014
Other Income	406	599	406	558
Total Income	10,024	9,978	36,213	33,572
Less: Operating Expenditure	7,626	7,159	31,341	28,249
Profit before Interest, Depreciation, Amortization, Tax & Exceptional Item	2,399	2,819	4,872	5,324
Less: Finance Cost	347	619	369	699
Less: Depreciation	1,267	1,370	2,154	2,221
Profit before Tax and Exceptional Item	784	831	2,349	2,404
Exceptional Item	-	-	-	-
Profit before Tax	784	831	2,349	2,404
Less: Provision for Taxation	18	-	439	441
Less: Deferred Tax Liability	(11)	41	(11)	41
Net Profit after tax	777	789	1,922	1,922
Other Comprehensive Income	(76)	(25)	(92)	50
Shares of Profit/(Loss) of Associates & Joint Ventures	-	-	2	2
Total Comprehensive Income (after tax)	701	765	1,832	1,975
Attributable to Owners of the Company	701	765	1,604	1,669
Attributable to Non-Controlling Interest	-	-	228	306
Paid-up equity share capital (Face Value of ₹ 5/-)	2,535	2,510	2,535	2,510
Reserves excluding Revaluation Reserves as per Balance Sheet of previous Accounting Year	45,303	44,618	44,527	43,128
Earning Per Share				
Basic	1.55	1.57	3.82	3.83
Diluted	1.45	1.57	3.58	3.83

2. RESULT OF OPERATING PERFORMANCE, ONGOING PROJECTS & STATE OF AFFAIRS:

To help the business remains competitive, profitable and successful, we have setup certain key objectives and respective key performance indicators need to be defined, driven and continuously monitored. The objectives consist of high customer satisfaction, increase in market share, low employee attrition and optimized employee productivity.

There was no change in the nature of business of the Company, during the year under review.

Our company has taken huge strides in driving these objectives in multiple aspects.

- Setting up a center of excellence in service delivery to ensure-
 - o Customer visibility and transparency in the services delivered thus strengthening trust and improved customer satisfaction

- o Driving automation to save operational labor costs on mundane tasks (shift left initiative) and perform analytics of operational customer data
- o Cross functional and new technologies training to employees to make sure they are ready for new service offerings resulting to new customer acquisitions
- o Standardization of operational processes and consistent measurement of service performance matching to industry benchmarks thus optimizing employee productivity and controlling impact of attrition.
- Employee satisfaction improvement measures-
 - o In the covid times, there has been an extra effort from our HR to manage employee health without customer service disruption.
 - o Augment benefits and timely merit appraisal to keep employees focus and excited.
 - o Provision internal succession planning as well as hire new fresh talents.
 - o Improve employee morale in this pandemic.
- Improved branding, company undertakes various initiatives such as social media communication, customer communication, new marketing initiatives and deeper partnership engagements.

a) Standalone Financial Statements:

During the year under review, despite the continuing covid impact, your company could achieve a revenue growth of 3% and also maintained almost the same level of PAT margin.

b) Consolidated Financial Statements:

During the year under review, the overall consolidated revenue grew by 8.5%, however, PAT was achieved at the same level in the previous year mainly due to higher operating costs on account of increased customer retention overheads.

c) Ongoing Projects & State of Affairs:

The Ongoing Projects & State of Affairs of the Company is presented as a part of Management Discussion and Analysis Report (MDAR) which forms part of the Annual Report.

Further information regarding the potential impact of COVID-19 and various steps taken by your Company are provided as part of the MDAR.

d) Revision of Financial Statement:

There was no revision of the financial statements pertaining to previous financial year(s) during the year under review.

e) Investor Education and Protection Fund

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, ₹ 178,859.75 of unpaid/unclaimed dividends is yet to be transferred to the Investor Education and Protection Fund. The Company is in the process of doing the needful.

3. REPORT ON HIGHLIGHTS OF PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY:

a. The Company has Seven (7) Foreign Subsidiaries, two (2) Indian Subsidiaries and five (5) Associate Companies. The Company does not have any joint venture company.

Following are the details of Subsidiary and Associate Companies:

Sr. No.	Name of Company	Subsidiary/ Associate Company	Date of becoming of Subsidiary/Associate Company.
1.	Allied Digital Services, LLC (USA)	Subsidiary	July 02, 2008
2.	Allied Digital INC (USA)	Subsidiary	October 31, 2007
3.	Allied Digital Singapore Pte Limited	Subsidiary	October 12, 2010
4.	Allied Digital Asia Pacific Pty Limited (Australia)	Subsidiary	September 16, 2010
5.	Allied Digital Services (UK) Ltd.	Subsidiary	October 11, 2011
6.	Allied Digital Services Oy.	Subsidiary	June 08, 2018

Sr. No.	Name of Company	Subsidiary/ Associate Company	Date of becoming of Subsidiary/Associate Company.
7.	Allied Digital Services (Ireland) Limited	Subsidiary	November 04, 2019
8.	En Pointe Technologies India Private Limited	Subsidiary	December 29, 2006
9.	Allied-eCop Surveillance Private Limited	Subsidiary	August 06, 2007
10.	Assetlite Equipment India Private Limited	Associate	September 26, 2009
11.	Soft Shell System (I) Private Limited	Associate	August 07, 2015
12.	Allied CNT Solutions Private Limited	Associate	July 06, 2004
13.	Allied Digital Incube Private Limited	Associate	August 14, 2019
14.	Allied Digital Coworks Private Limited	Associate	August 20, 2019

There was no material change in the nature of the business of Subsidiaries or Associate Companies, during the year under review.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 (the 'Act'), the statement containing the salient features of the financial statement of Subsidiaries and Associates Companies in the prescribed Form AOC-1 is appended as "**Annexure I**" to the Director's Report.

b. Material Subsidiaries:

Allied Digital Services LLC, USA is a Material Subsidiary whose income in the immediately preceding accounting year exceeds ten percent of the consolidated income of the Company and its Subsidiaries.

The Policy for determining Material Subsidiaries as approved by the Board of Directors may be accessed on the Company's website at the below link:

https://www.allieddigital.net/in/downloads/Inv_Policies/Policy_on_Determination_of_MaterialSubsidiaries.pdf

During the year under review, the Board of Directors reviewed the affairs of the said subsidiaries from time to time and there has been no material change in the nature of its business.

4. RECENT DEVELOPMENTS:

Our company has been very instrumental in building new strategies for the company positioning and growth. The actionable being,

- Continuous Introspection of our business environment
- Driving Design thinking methodology in new idea generations
- Improving partner engagements and customer service governance
- Investing in our intellectual property ADiTaaS and related solutions
- Streamlining our offerings into current trending market demands. Namely,

Digital workspace transformation, Proactive enterprise infrastructure management, Cloud migration and engineering, Advanced CyberSecurity Solutions, Digital Transformation and Analytics and Next generation smart city projects.

This has resulted in major business growth as well as ensuring repeat customer business.

The Company has developed advanced solutions for Covid-19 pandemic, such as bringing intelligent alerts of crowd gathering during the pandemic, automated centralized public announcements in streets, Drone based surveillance. During the year, your company has continued to sharpen IoT and computer vision-based technology skillsets, to enhance smart city solutions and innovative thermal scanning solutions.

5. DIVIDEND:

The Board is pleased to recommend for your consideration, a dividend of ₹ 0.75 (Seventy Five Paise only) per Equity Share of face value ₹ 5/- for the financial year 2020-21. The aforesaid dividend will involve a total payout of ₹ 380.29 Lakhs and is subject to the approval of Members at the ensuing General Meeting of your Company. The proposed dividend payout is in accordance with the Company's Dividend Policy.

6. TRANSFER TO RESERVES:

The Company has not recommended transfer of any amount out of the profit to reserves during the year under review. Hence, the entire amount of profit for the year under review has been carried forward to the Profit and Loss Surplus account.

7. DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 from public during the year under review. However, as on the Balance Sheet date i.e. March 31, 2021, there were unclaimed fixed deposits amounting to ₹ 5.91 Lakhs lying with the Company.

The details relating to deposits, covered as per the Chapter V of the Act,, are as under:

(₹ in Lakhs)

Particulars	March 31,2021	March 31,2020
Deposits accepted during the year	---	---
Deposits unclaimed at the end of the year	5.91	5.91
Default in repayment of deposits or payment of interest thereon	---	---

During the year under review, the Company has not defaulted in repayment of deposits or payment of interest.

8. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in the report, there were no material changes and commitments, occurred during the period between the end of the financial year to which the financial statements relate and date of said report, which could affect the financial position of the Company.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

In line with the requirements of the Act, and amendment to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has formulated a Policy on Related Party Transactions which is also available on the Company's website at:

https://www.allieddigital.net/in/downloads/Inv_Policies/Related_Party_Transaction_Policy.pdf.

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are reviewed and approved by the Audit Committee and Board, on quarterly basis. Omnibus approval is also obtained from the Audit Committee and the Board of Directors for Related Party Transactions which are of foreseeable and of a repetitive nature.

All Related Party Transactions entered during the financial year under review were in Ordinary Course of the Business and at Arm's Length basis. None of the transactions entered into with the related parties, whether singly or taken together with the transaction entered into with the related party during the year, was materially significant related party transaction except those disclosed in the financial statements.

There were no transactions/contracts/arrangements with related party(ies), which are required to be reported in Form AOC-2.

Pursuant to Regulation 23(9) of the Listing Regulations, the Company has filed the reports on related party transactions with the Stock Exchanges i.e. BSE Ltd. & National Stock Exchange of India Ltd. and the same is also published on the website of the company.

10. PARTICULARS OF LOANS, ADVANCES, GUARANTEES OR INVESTMENTS:

Disclosure on particulars of loans, advances, guarantees given and investments made pursuant to the provisions of Section 186 of Act, and Schedule V of the Listing Regulations are provided as part of the Financial Statements of the Company. Please refer to Note No.30(4) of the standalone Financial Statements.

11. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Change in Board of Directors & Key Managerial Personnel:

The Board of the Company is duly constituted in accordance with the requirements of the Act, and the Listing Regulations.

Pursuant to the provisions of Section 152 of the Act, Mr. Nehal Nitin Shah, (DIN: 02766841) Director, being the longest in the office, shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment.

Prof. Venugopal Iyengar (02591297), Independent Director of the Company ceased to be Director of the Company with effect from April 29, 2020 due to his sudden demise. The Board appreciates his valuable contribution to the Company during his tenure and express its deep sympathy, sorrow and condolences to his family.

Mr. Milind Madhav Kamat (DIN: 01772084) was appointed as an Additional Director (designated as Independent Director) in the Board Meeting with effect from June 11, 2020 and later his appointment as an Independent Director was approved by

shareholders of the Company in the 26th Annual General Meeting held on September 03, 2020.

In accordance with the provisions of the Act, none of the Independent Directors are liable to retire by rotation.

- b) Statement regarding opinion of the board with regard to integrity, expertise and experience (including the proficiency) of the independent director appointed during the year:

As per Rule 8 of Companies (Accounts) Amendment Rules, 2019 in opinion of Board of Directors, Mr. Milind Madhav Kamat (DIN:01772084) who had been appointed as an Independent Director is a person of Integrity and possesses relevant expertise and experience.

- c) Declaration given by the independent directors and senior management personnel on compliance code of conduct:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the prescribed criteria for Independence under the Section 149(7) of the Act, and Regulation 16(1)(b) and 25(8) of the Listing Regulations and has also confirmed that they have registered themselves with the Independent Director's Database maintained by the IICA.

All Independent Directors have affirmed compliance to the code of conduct for Independent Directors as prescribed in Schedule IV to the Act.

Also Senior Management Personnel including Executive Directors and Non Executive Directors have submitted disclosures under Regulation 26(3) of the Listing Regulations affirming compliance with the Code of Conduct for Directors and Senior Management Personnel.

- d) KEY MANAGERIAL PERSONNEL (KMP):

In terms of Section 203 of the Act, the following are Key Managerial Personnel of the Company:

Mr. Nitin Dhanji Shah	: Managing Director
Mr. Prakash Dhanji Shah	: Whole-time Director
Mr. Paresh Bipinchandra Shah	: Chief Executive Officer
Mr. Gopal Tiwari	: Chief Financial Officer
Ms. Neha Sunil Bagla	: Company Secretary

12. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:

- a. Board Meetings:

Seven (7) meetings of the board of directors were held during the year under review. The meetings were held on June 11, 2020, July 30, 2020, August 04, 2020, September 16, 2020, , November 06, 2020, February 02, 2021 and March 01, 2021. Brief details of the said Meetings are provided in the Corporate Governance Report, which is a part of this Annual Report.

In terms of requirements of Schedule IV of the Act, a separate meeting of Independent Directors was also held on November 06, 2020 to review the performance of Non-Independent Directors (including the Chairperson), the entire Board and its Committees thereof, quality, quantity and timelines of the flow of information between the Management and the Board.

The Company complies with all applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under the Act.

- b. Directors' Responsibility Statement:

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as at March 31, 2021 and of the profit of the Company for that period;
- taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts of the Company have been prepared on a going concern basis;
- laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

c. Committees of Board:

The Board has constituted the Committee(s) as mandated under the provisions of the Act, and Listing Regulations. There are currently five (5) Committees of the Board namely:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee;
- Corporate Social Responsibility Committee; and
- Management Committee.

Details of Committees along with their charter, composition and attendance of Directors at Meetings of the Committees are provided in the Corporate Governance report.

I. Audit Committee:

The Audit Committee has been constituted by the Board, in accordance with the provisions of Section 177 of the Act, read with Regulation 18 of Listing Regulations. During the year under review, the Board had accepted all the recommendations of the Audit Committee.

II. Nomination and Remuneration Committee:

Pursuant to the provisions of Section 178 of the Act, read with Regulation 19 of Listing Regulations, the Board has constituted the Nomination and Remuneration Committee, which inter-alia recommends to the Board the criteria for appointment of Director(s) along with the compensation, terms of executive directors and senior managerial personnel's.

The Board has approved the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and all other Employees of the Company. The said policy is hosted on the website of the company. The web link of the same is as follows:

https://www.allieddigital.net/in/downloads/Inv_Policies/Nomination_Remuneration_policy.pdf.

III. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee is duly constituted in accordance with the provisions Section 178 of the Act, read with Regulation 20 of Listing Regulations. The primary objective of the Stakeholders Relationship Committee of the Company is to consider and resolve the grievances of security holders/members of the Company.

IV. Corporate Social Responsibility ("CSR Committee"):

The CSR Committee is duly constituted as per provisions of Section 135 of the Act, consisting of three (3) Directors of which two (2) Directors are Non – Executive Independent Directors and one (1) Executive Director and the Chairperson is an Independent Director. The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities. The detailed report on CSR activities is attached as "**Annexure II**" to this report.

The key philosophy of the Company's CSR initiative is to promote development through social and economic transformation. The CSR Policy of the Company can be accessed on the company's website in the link provided herein below:

https://www.allieddigital.net/in/downloads/Inv_Policies/CSR%20Policy.pdf

V. Management Committee:

The Management Committee is entrusted with the operational and administrative power and operate as per the authority given by the Board of Directors from time to time. The Committee comprises of three (3) members i.e. Mr. Nitin Shah, Chairman and Managing Director, Mr. Prakash Shah, Whole-time Director and Mr. Paresh Shah, Chief Executive Officer of the Company.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are as follows:

A. CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy:

The company has always considered energy and natural resource conservation as a focus area. Though the operations of the company are not energy intensive, it strongly believes that it is the need of the hour to do best efforts to conserve energy and natural resources like water.

The company continues to take sustainable steps voluntarily to contribute towards better environment.

Selected few steps/impact are listed below:

- Use of natural lightning and natural ventilation;
- Use of energy efficient electric equipment such as use of LED bulbs;
- Conservation of water, ensuring no leakages in taps;
- Encourage use of environment-friendly reusable water bottles;
- Car-pooling during meetings and encourage use of public transport;
- Discouraging use of non-disposable plastic bags, plates etc.;
- Switching off work stations and laptops;
- Controlling the air-conditioning equipment optimally in the premises;
- Educating employees and workers for energy conservation.

(ii) Steps taken by the Company for utilizing alternate sources of energy:

The Company is using electricity as main source of its energy requirement and does not have any alternate source of energy. However, the company is keen in promoting green solution to the customers, such as solar power devices where possible.

(iii) Capital investment on energy conservation equipment's:

There was no such investment in energy saving equipment apart from promoting replacement of CFL to LED bulbs where applicable.

B. TECHNOLOGY ABSORPTION

i. The efforts made towards technology absorption:

The Company has innovation as part of its motto. It is always thrive to be a pioneer for adoption new technologies, which either be useful for generating new business for its customers or for its self-use. It evaluates the best available technology for improving its performance and quality of its service operations.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

The Company has adopted new technology to strengthen its infrastructure in the US, which is leveraged by many customers that has helped giving top quality uninterrupted services. It has adopted new technologies to apply to solve challenges faced by customers.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

The Company has not imported technology during the three preceding years under review.

iv. Expenditure incurred on Research and Development:

The Company has been continuously working on innovative projects, which are either part of :

- New features of their ADiTaaS product;
- Doing proof-of-concepts on new technologies;
- Investing in new technology training/learning.

14. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of the Foreign Exchange Earned and Outflow during the year are as follows:

(₹ in Lakhs)

Particulars	2020-21	2019-20
Earnings	3,722	3,595
Outflow (including Capital imports)	286	225
Net Foreign Exchange Earnings (NFE)	3,436	3,370
NFE/Earnings (%)	92	94

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report, capturing the Company's performance, industry trends and other material changes with respect to the company and its subsidiaries, wherever applicable, are presented in a separate section forming a part of this Annual Report.

16. CORPORATE GOVERNANCE:

The Company believes in adopting best practices of Corporate Governance. These guiding principles are also articulated through the company's code of business conduct, Corporate Governance Guidelines, as per Schedule V of Listing Regulations, the Auditors' certificate on Corporate Governance is annexed to the Director's Report. The requisite certificate from the Practicing Company Secretary, confirming compliance of the conditions of Corporate Governance is attached to the Report on Corporate Governance.

17. ANNUAL RETURN:

Pursuant to section 92(3) and section 134(3)(a) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Financial Year 2020-2021, is on the website of the company i.e. www.allieddigital.net. Also an extract of the Annual Return as on March 31, 2021 is in Form MGT-9 which is annexed as "Annexure III" to this report.

18. ANNUAL EVALUATION:

The evaluation framework for assessing the performance of directors of the company comprises of contributions at the meetings, strategic perspective or inputs regarding the growth and performance of the company, among others.

Pursuant to the provisions of the Act, and the Listing Regulations, the Directors have carried out the Annual Performance Evaluation of the Board, Independent Directors, Non-Executive Directors, Executive Directors, Committees and the Chairman of the Board.

The Nomination and Remuneration Committee considered and discussed the inputs received from the Directors and the outcome of such evaluation process was satisfactory, which reflected the overall engagement of the Board and its Committees with the Company.

Further, the Independent Directors at their meeting held on November 06, 2020, reviewed the performance of the Board, Chairman of the Board, Executive and Non- Executive Directors.

19. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

In compliance with the requirements of Listing Regulations, the company has placed a Familiarization Programme for Independent Directors to familiarize them with the working of the company, their roles, rights and responsibilities vis-à-vis the Company, the industry in which the company operates, business model etc. on the website of the company. The link for accessing the said program is: https://www.allieddigital.net/in/downloads/Inv_Policies/Familiarisation_Programme_Independent_Directors.pdf

20. THE VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the company to report genuine concerns and to ensure strict compliances with ethical and legal standards across the company. The provisions of this Policy are in line with the provisions of the section 177(9) of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The employees of the Company have the right to report their concern or grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Whistle Blower Policy is hosted on the website of the Company at:

https://www.allieddigital.net/in/downloads/Inv_Policies/Whistle_blower_and_vigil_mechanism.pdf.

There were no such reports, information received by the Chairman of the Audit Committee during the year under review.

21. AUDITORS AND REPORTS:

The matters related to Auditors and their Reports are as under:

a. Statutory Auditors

At the Twenty Fifth Annual General Meeting held on September 10, 2019, M/s. Shah & Taparia, Chartered Accountant, Mumbai (Firm Registration No. 109463W) was appointed as Statutory Auditors of the Company for second term of five years i.e. for the period from conclusion of Twenty Fifth Annual General Meeting until conclusion of Thirtieth Annual General Meeting of the Company.

The Auditor's Report to the Shareholders on Standalone and Consolidated Financial Statements for the financial year ended March 31, 2021 does not contain any qualification or observation. The notes to accounts referred to in Auditors' Report are self-explanatory, and therefore, do not call for any further explanation or comments from the Board.

b. Secretarial Auditors

The Board has appointed M/s. Rathi & Associates, Company Secretaries as Secretarial Auditors for the financial year 2020-21. Accordingly, the Secretarial Audit Report was issued by them in Form MR-3 which forms part of this report and is marked as **"Annexure IV"**.

The Secretarial Audit Report for the financial year ended March 31, 2021, contained observation regarding non-compliance with Regulation 24(1) of the Listing Regulations, 2015 read with explanation of "material subsidiary" as provided thereunder, with respect to appointment of at least one Independent Director of the Company on the Board of Directors of unlisted material subsidiary namely Allied Digital Services, LLC, USA.

As regards the observation made in the Secretarial Audit Report for financial year ended 31st March 2021 in the matter of statutory requirement under Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to appointment of at least one Independent Director on the Board of Directors of material wholly owned subsidiary company namely Allied Digital Services LLC, it may be noted that the Company is in the process of complying with the same.

c. Internal Auditor

M/s. Satya Prakash Natani & Co., Chartered Accountant (Firm Registration No. 115438W), Internal Auditor of the Company have carried out Internal Audit for the financial year ended March 31, 2021. The findings of the Internal Auditor are discussed on quarterly basis at the meetings of the Audit Committee and accordingly necessary steps have been taken to implement the suggestions/recommendations of the said Internal Auditors.

d. Compliance with Secretarial Standards

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

22. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The Company has adequate Internal Financial Controls System over financial reporting which ensures that all transactions are authorized, recorded, and reported correctly in a timely manner. The Company's Internal Financial Control over financial reporting is designed to provide reliable financial information and to comply with applicable accounting standards.

23. DISCLOSURE OF REMUNERATION PAID TO DIRECTOR AND KEY MANAGERIAL PERSONNEL AND EMPLOYEES:

Information required pursuant to section 197 (12) of the Act, read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as **"Annexure V"** to this report.

There is no receipt of any remuneration or commission by the Managing Director or the Whole-time Director of the company from any of its subsidiary companies.

24. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company is committed to providing a safe and conducive work environment to all of its employees and associates. Accordingly, the company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

During the year ended March 31, 2021, no complaints have been received pertaining to sexual harassment of women at workplace.

25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review, no significant and material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

26. RISK MANAGEMENT:

The Company's robust risk management framework identifies and evaluates all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, legal, regulatory, reputational and other risks. The Company recognizes that these risks need to be managed and mitigated to protect its shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth. The risk framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions. Risk management is integral part of our critical business activities, functions and processes. The risks are reviewed for the change in the nature and extent of the major risks identified since the last assessment. It also provides control measures for risks and future action plans.

The Company believes that the overall exposure of present and future risks remains within its risk capacity.

27. FRAUD REPORTING:

During the year under review, there were no material or serious instance of fraud falling within the purview of Section 143 (12) of the Act and rules made thereunder, by any officer or employee reported by the Statutory Auditors of the Company during the course of audit conducted.

28. EMPLOYEE STOCK OPTION PLAN:

The members at the 26th Annual General Meeting held on September 03, 2020 approved 'ADSL - Employees Stock Option Plan 2020'. The Company has also received In-principle approval from BSE Limited and National Stock Exchange of India Limited on February 09, 2021 and February 12, 2021 respectively.

The above Scheme is in line with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"). The Company has obtained certificates from the Auditors of the company stating that the scheme has been implemented in accordance with the SEBI SBEB Regulations and the resolutions passed by the members. The certificates are available for inspection by members in electronic mode.

During the year under review, no options have been granted under the ADSL – Employees Stock Option Plan 2020.

29. PREFERENTIAL ALLOTMENT

The Company has allotted 40 lakhs Convertible Equity Warrants on Preferential basis to Mr. Nitin Dhanji Shah, (Promoter), Chairman and Managing Director of the Company at the price of ₹18.80 per warrant, (Face Value – ₹ 5 per share, Premium – ₹ 13.80 per share).

The Company received upfront payment of 25% of the warrants allotted at the time of subscription, from the said allottee. As per terms of issue of warrants, the warrant holder shall deposit the balance 75% for conversion of warrants into equity shares while exercising right to subscribe.

On March 01, 2021, post receiving of the balance 75% payment, partial conversion of 5 lakhs warrants were made to the said allottee. Details of allotment is as under :

Name of the Allottee, Category	No. of share warrants Converted	No. of fully paid up Equity shares allotted, Price per share	Shareholding post Conversion	
			Pre	Post
Mr. Nitin Dhanji Shah (Promoter)	5,00,000	5,00,000 shares Price – ₹ 18.80 per share (including premium of ₹ 13.80 per share)	14783031	15283031

The Company has also received the trading approval from BSE Limited and National Stock Exchange of India Limited on April 28, 2021 for the said shares allotted. The proceeds of the Preferential Allotment are utilized by the Company for object stated in the explanatory statement to the Notice of 26th Annual General Meeting of the Company.

30. GENERAL:

The Directors states that, no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to the same during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise;
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
3. Neither the Managing Director nor the Whole-time Director of the Company received any remuneration or commission from any of its subsidiaries.

31. ACKNOWLEDGEMENT:

The Board wishes to place on record its sincere gratitude and appreciation of the contributions made by the employees of your Company and its subsidiaries for their hard work, solidarity, cooperation and dedication during the year. The Directors of your Company thank the customers, clients, vendors and other business associates for their continued support in the Company's growth.

The Directors express their deep sense of gratitude to the Government Authorities, Financial Institutions, Stakeholders, Business Associates for their support and look forward to their continued association in future.

For and on behalf of the Board of Directors of
Allied Digital Services Limited

Nitin Shah
Chairman & Managing Director
DIN: 00189903

Prakash Shah
Whole-time Director
DIN: 00189842

Place: Mumbai
Date: July 30, 2021

ANNEXURE – 1

Form AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the Financial Statement of subsidiaries or associate companies or joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary is presented with amounts in lakhs)

1	Name of the subsidiary	Allied Digital Services, LLC (USA)	Allied Digital INC (USA)	Allied Digital Singapore Pte Ltd.	Allied Digital Asia Pacific PTY LTD (Australia)	Allied Digital Services (UK) Ltd.	Allied-eCop Surveillance Pvt. Ltd.	Allied Digital Services (Ireland) Ltd.	En Pointe Technologies India Pvt. Ltd.	Allied Digital Services Oy.
2	Nature of the Company	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary
3	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	April 01, 2020 to March 31, 2021	April 01, 2020 to March 31, 2021	April 01, 2020 to March 31, 2021	April 01, 2020 to March 31, 2021	April 01, 2020 to March 31, 2021	April 01, 2020 to March 31, 2021	April 01, 2020 to March 31, 2021	April 01, 2020 to March 31, 2021	April 01, 2020 to March 31, 2021
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of Foreign Subsidiaries	USD @ \$ 73.16	USD @ \$ 73.16	SGD @ \$ 54.43	AUD @ \$ 55.72	GBP @ 100.97	INR	Euro £ 85.94	INR	Euro £ 85.94
5	Share capital	4,390	0	0	0	1	11	9	1	2
6	Reserves & surplus	2,653	(1,052)	(33)	(415)	106	(8)	7	65	(12)
7	Total Assets	21,601	9,514	2	22	120	9	38	66	0
8	Total Liabilities	14,558	10,566	35	438	12	6	22	0	10
9	Investments	-	-	-	-	-	-	-	-	-
10	Turnover	29,606	-	-	-	135	-	456	-	-
11	Profit before taxation	1,561	-	(6)	(1)	6	(1)	8	0	(2)
12	Provision for taxation	419	-	-	-	-	-	2	-	-
13	Profit after taxation	1,142	-	(6)	(1)	6	(1)	6	0	(2)
14	Proposed Dividend	-	-	-	-	-	-	-	-	-

Notes:

- Names of subsidiaries which are yet to commence operations: **Allied Digital Services Oy.**
- Names of subsidiaries which have been liquidated or sold during the year: **Nil**

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Information in respect of each associate is presented with amounts in Lakhs)

Sr. No.	Name of the Associates/Joint Ventures	Assetlite Equip-ment India Private Limited	Softshell Systems India Private Limited	Allied Digital Incube Private Limited	Allied Digital Coworks Private Limited	Allied CNT Solutions Pri-vate Limited
1	Latest audited Balance Sheet date	March 31, 2021	March 31, 2021	March 31, 2021	March 31, 2021	March 31, 2021
2	Shares of Associates held by the company on the year end					
	i. No of shares	-	1,17,924	-	-	1,42,000
	ii. Amount of Investment in Asso- ciates	-	600.00	-	-	14.00
	iii. Extent of Holding	-	20.34%	-	-	47.33%
3	Description of how there is significant influence	Common Direc- torship in the Company	Equity share- holding of more than 20% of the total capital	Common Direc- torship in the Company	Common Direc- torship in the Company	Equity share- holding of more than 20% of the total capital
4	Reasons why Financial of the Associate is not consolidated	Financial Statements of aforesaid associate company is not consolidated as there is no direct investment	N.A.	Financial Statements of aforesaid associate company is not consolidated as there is no direct investment	Financial Statements of aforesaid associate company is not consolidated as there is no direct investment	N.A.
5	Net worth attributable to Share- holding as per latest audited Bal- ance Sheet	(34.52)	658.28	0.56	0.01	(58.27)
6	Profit/Loss for the year					
	i. Considered in Consolidation	-	1.69	-	-	(0.06)
	ii. Not Considered in Consolida- tion	4.39	-	(0.11)	(0.57)	-

For and on behalf of Board of Directors of
Allied Digital Services Limited

Place: Mumbai
Date: July 30, 2021

Nitin Shah
Chairman and Managing Director
DIN: 00189903

Prakash Shah
Whole-time Director
DIN: 00189842

Annexure II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 and as per Rule 8(1) of Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the company's CSR policy:

At Allied Digital Services Limited, the Corporate Social Responsibility (CSR) has been an integral part of Company since its inception. The Company's, CSR initiative focus on the holistic development of our host communities while creating social, environmental and economic value to the society.

2. The composition of the CSR Committee:

The Corporate Social Responsibility Committee (the CSR Committee) of the Board is responsible for overseeing the execution of the Company's CSR Policy, and ensuring that the CSR Objectives of the Company are met. The CSR Committees comprises of three (3) directors as follows:

Sr. No.	Name	Designation	Category	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Shubhada Jahagirdar	Chairperson	Independent Director	01	01
2.	Mr. Prakash Shah	Member	Whole-time Director	01	01
3.	Dr. Shrikant Parikh	Member	Independent Director	01	01

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The Company has framed the Corporate Social Responsibility ('CSR') Policy in compliance with the provisions of the Companies Act, 2013 and the same is available on the website of the Company at the below link:
https://www.allieddigital.net/in/downloads/Inv_Policies/CSR%20Policy.pdf

4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

Not Applicable for the year under review

5. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any:

Not Applicable for the year under review

6. Average Net Profit of the Company as per section 135(5): ₹ 983.33 Lakhs

7. (a) Two percent of average net profit of the company as per section 135(5) : ₹ 19.67 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: ₹ 35.21 Lakhs

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 54.88 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
	NIL	-	-	NIL	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number

NOT APPLICABLE

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project.		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number

NOT APPLICABLE

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Nil

(g) Excess amount for set off, if any: Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (₹ In Lakhs)
				Name of the Fund	Amount (in ₹)	Date of transfer	

NOT APPLICABLE

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed/ Ongoing

NOT APPLICABLE

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

During the year under review, the Company had identified certain projects for expenses towards CSR activities. However, due to the outbreak of COVID 19 Pandemic and imposition of strict restrictions on movement of people and opening of office premises by Government and local authorities, the Company was severely handicapped with respect to incurring of expenses on the said CSR activities which resulted into unspent CSR amount.

12. Responsibility Statement:

Pursuant to the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, it is confirmed that the CSR Committee has implemented and monitored the CSR initiatives in line with CSR objective and Policy of the Company.

For and on behalf of Board of Directors of
Allied Digital Services Limited

Place: Mumbai
Date: July 30, 2021

Nitin Shah
Chairman and Managing Director
DIN: 00189903

Shubhada Jahagirdar
Chairperson of CSR Committee
DIN: 00895950

ANNEXURE- III

FORM MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on March 31, 2021

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L72200MH1995PLC085488
Registration Date	February 10, 1995
Name of the Company	Allied Digital Services Limited
Category/Sub-category of the Company	Company Limited by shares Public Non-Government Company
Address of the Registered office and contact details	Premises No. 13A, 13 th Floor, Earnest House, NCPA Road, Block III, Nariman Point, Mumbai – 400 021 Tel: +91 22 6681 6400 Fax : +91 22 2282 2030 Email: cs@allieddigital.net ; Website: www.allieddigital.net
Whether listed company	Yes
Name, Address & Contact details of the Registrar & Transfer Agent	<u>Link Intime India Private Limited</u> CIN: U67190MH1999PTC118368 C-101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083. Tel. No.: +91 22 4918 6270 Fax No.:+91-22 4918 6060 E-mail: rnt.helpdesk@linkintime.co.in; Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Information Technology Infrastructure and Network Management Services	998316	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN/LLPIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	ALLIED DIGITAL SERVICES, LLC (USA) 680 Knox St Ste 200 Torrance, CA, 90502 United States	26-2912587	Subsidiary	51	2(87)
2	ALLIED DIGITAL INC (USA) 9 Raffles Place, # 26-01 Republic Plaza Singapore (048619)	26-1391965	Wholly-owned Subsidiary	100	2(87)
3	ALLIED DIGITAL SINGAPORE PTE LTD 28 Bukit Pasoh Road Yee Lan Court Singapore 089842	201021848K	Wholly-owned Subsidiary	100	2(87)
4	ALLIED DIGITAL ASIA PACIFIC PTY LTD (AUSTRALIA) New South Wales NSW 2000, Sydney, Australia	146376918	Wholly-owned Subsidiary	100	2(87)
5	ALLIED DIGITAL SERVICES (UK) LTD. 11th Floor, Whitefriars Rewins Mead, Bristol Bs1, 2nt United Kingdom BS1, 2NT	07806050	Subsidiary	95	2(87)
6	ALLIED-ECOP SURVEILLANCE PVT. LTD. Premises No. 13A, 13 th Floor, Earnest House, NCPA Road, Block III, Nariman Point, Mumbai – 400021, India	U74999MH2007PTC172890	Subsidiary	80.01	2(87)
7	EN POINTE TECHNOLOGIES INDIA PVT. LTD. Prestige Meridian II, 801 & 802, 8th Floor, M.G. Road, Bangalore Karnataka –560001	U72200KA2006FTC041333	Wholly-owned Subsidiary	100	2(87)
8	ALLIED DIGITAL SERVICES OY. Kalliolaw Asianajotoimisto Etelaranta 12 00130 Helsinki, Finland	2917877-7	Wholly-owned Subsidiary	100	2(87)
9	ASSETLITE EQUIPMENT INDIA PRIVATE LIMITED* Premises No. 13A, 13 th Floor, Earnest House, NCPA Road, Block III, Nariman Point, Mumbai – 400021, India	U52392MH2007PTC174580	Associate Company	Nil	2(6)
10	SOFTSHELL SYSTEMS INDIA PRIVATE LIMITED 50, Ravindra Nagar Near Telecom Nagar Nagpur-440022	U72100MH1998PTC117273	Associate Company	20.34	2(6)
11	ALLIED CNT SOLUTIONS PRIVATE LIMITED Premises No. 13A, 13 th Floor, Earnest House, NCPA Road, Block III, Nariman Point, Mumbai – 400021, India	U29000MH2004PTC147337	Associate Company	47.33	2(6)
12	ALLIED DIGITAL SERVICES (IRELAND) LIMITED Coliemore House, Coliemore Road, Dalkey, Co. Dublin	660087	Wholly Owned Subsidiary	100	2(87)

Sr. No.	Name and Address of the Company	CIN/GLN/LLPIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
13	ALLIED DIGITAL INCUBE PRIVATE LIMITED* Premises No.13,13 th floor, Plot No. 194, Earnest House, NCPA Marg, Nariman Point, Mumbai 400 021	U72900MH2019PTC329308	Associate Company	Nil	2(6)
14	ALLIED DIGITAL COWORKS PRIVATE LIMITED* Premises No.13,13 th floor, Plot No. 194, Earnest House, NCPA Marg, Nariman Point, Mumbai 400 021	U72900MH2019PTC329500	Associate Company	Nil	2(6)

* Due to common Directorship the Company i.e. Assetlite Equipment India Private Limited, Allied Digital Incube Private Limited and Allied Digital Coworks Private Limited, is an Associate Company

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2020)				No. of Shares held at the end of the year (March 31, 2021)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	24295019	-	24295019	48.39	24417074	-	24417074	49.14	0.75
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other (Person Acting in Concert)	408212	-	408212	0.81	408212	-	408212	0.81	-
Sub-total(A)(1):	24703231	-	24703231	49.20	25325286	-	25325286	49.45	0.75
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	24703231	-	24703231	49.20	25325286	-	25325286	49.45	0.75
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2020)				No. of Shares held at the end of the year (March 31, 2021)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Portfolio Investors	20000	-	20000	0.04	-	-	-	-	(0.04)
h) Foreign Venture Capital Funds	1441	-	1441	0.00	-	1028	-	1028	0.00
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	21441	-	21441	0.04	-	1028	-	1028	(0.04)
(2) Non-Institutions									
a) Bodies corporates									
i) Indian	1353923	-	1353923	2.70	1210399	-	1210399	2.39	(0.31)
ii) Overseas	-	1490000	1490000	2.97	-	1490000	1490000	2.94	(0.03)
b) NBFC registered with RBI	169000	-	169000	0.34	300000	-	300000	0.59	0.25
c) Individuals									
i) Individual\ shareholders holding nominal share capital up to ₹ 1 lakh	10752734	20106	10772840	21.46	10908455	20106	10928561	21.55	0.09
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	8354124	30000	8384124	16.70	8075187	30000	8105187	15.98	(0.71)
d) Others									
i) Clearing Member	36407	-	36407	0.07	178948	-	178948	0.36	0.28
ii) Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) NRI (Repat)	485550	-	485550	0.97	381036	-	381036	0.75	(0.22)
iv) NRI (Non-Repat)	1883049	-	1883049	3.75	1916524	-	1916524	3.78	0.03
v) Foreign Companies	-	-	-	-	-	-	-	-	-
vi) Hindu Undivided Family	905963	-	905963	1.80	868559	-	868559	1.71	(0.09)
Sub-total (B)(2):	23940750	1540106	25480856	50.75	23839108	1540106	25379214	50.05	(0.7)
Total Public Shareholding (B)=(B)(1)+(B)(2)	23962191	1540106	25502297	50.80	23840136	1540106	25380242	50.05	(0.03)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	48665422	1540106	50205528	100.00	49165422	1540106	50705528	100.00	-

*The Company has issued 5 Lakhs Equity Shares to Mr. Nitin Dhanji Shah, Chairman and Managing Director (Promoter) of the Company on March 01, 2021 in demat mode. The Company has received the listing approval from BSE Limited and National Stock Exchange of India Limited on March 31, 2021 and April 16, 2021 respectively and trading approval from BSE Limited and National Stock Exchange of India Limited on April 28, 2021.

ii. Shareholding of Promoters:

Sr No.	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2020)			Shareholding at the end of the year (March 31, 2021)			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total shares	
1.	Nitin Dhanji Shah *	14783031	29.45	-	15283031	30.14	-	
2.	Prakash Dhanji Shah	8178348	16.29	-	8178348	16.13	-	
3.	Tejal Prakash Shah	1198000	2.34	-	1198000	2.36	-	
4.	Rohan Shah	86095	0.17	-	144895	0.29	-	
5.	Nehal Shah	48545	0.10	-	111800	0.22	-	
6.	Dhara Shah	500	0.00	-	500	0.00	-	
7.	Ramesh Manilal Shah	500	0.00	-	500	0.00	-	
8.	Vivil Investments Private Limited	187150	0.37	-	187150	0.37	-	
9.	Kotak Mahindra Trusteeship Services Limited	127440	0.25	-	127440	0.25	-	
10.	Prakash Shah acting as Beneficiary & family trustee of Padma Pragna Private Trust	93622	0.19	-	93622	0.18	-	
	Total	24703231	49.20	-	25325286	49.45	-	0.25

* The Company has allotted 40 lakhs Convertible Equity Warrants to Mr. Nitin Dhanji Shah, Chairman and Managing Director (Promoter), out of which 5 lakhs convertible equity warrants were converted into equity shares on March 01, 2021.

iii. Change in Promoters' Shareholding:

Sr. No.	Particulars		Shareholding at the beginning of the year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
	Name of the Promoters		No. of shares	% of total shares	No. of shares	% of total shares
1.	Nitin Dhanji Shah*		14783031	29.15	14783031	29.15
	Add	01.03.2021	500000	0.99	15283031	30.14
	At the end of the year		N.A.	N.A.	15283031	30.14
2.	Prakash Dhanji Shah		8178348	16.29	8178348	16.13
			There is no change in the absolute shareholding during the year.		-	-
	At the end of the year		N.A.	N.A.	8178348	16.29
3.	Tejal Prakash Shah		1198000	2.39	1198000	2.36
			There is no change in the absolute shareholding during the year.		-	-
	At the end of the year		N.A.	N.A.	1198000	2.39

Sr. No.	Particulars		Shareholding at the beginning of the year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
	Name of the Promoters		No. of shares	% of total shares	No. of shares	% of total shares
4.	Rohan Shah		86095	0.17	86095	0.17
	Add:	26.06.2020 Market Purchase	5650	0.01	91745	0.18
	Add:	30.06.2020 Market Purchase	9700	0.02	101445	0.20
	Add:	03.07.2020 Market Purchase	43450	0.09	144895	0.29
	At the end of the year		N.A.	N.A.	144895	0.29
5.	Nehal Shah		48545	0.10	48545	0.10
	Add:	10.04.2020 Market Purchase	16063	0.03	64608	0.13
	Add:	19.06.2020 Market Purchase	18392	0.04	83000	0.17
	Add:	03.07.2020 Market Purchase	28800	0.06	111800	0.22
	At the end of the year		N.A.	N.A.	111800	0.22
6.	Dhara Shah		500	0.00	500	0.00
			There is no change in the absolute shareholding during the year		-	
	At the end of the year		N.A.	N.A.	500	0.00
7.	Ramesh Manilal Shah		500	0.00	500	0.00
			There is no change in the absolute shareholding during the year		-	
	At the end of the year		N.A.	N.A.	500	0.00
8.	Vivil Investments Pvt. Ltd.		187150	0.37	187150	0.37
			There is no change in the absolute shareholding during the year		-	
	At the end of the year		N.A.	N.A.	187150	0.37
9.	Kotak Mahindra Trusteeship Services Limited		127440	0.25	127440	0.25
			There is no change in the absolute shareholding during the year		-	-
	At the end of the year			N.A.	127440	0.25
10.	Prakash Shah acting as Beneficiary and family trustee of Padma Pragna Private Trust		93622	0.19	93622	0.19
			There is no change in the absolute shareholding during the year			
	At the end of the year		N.A.	N.A.	93622	0.19

* The Company has allotted 40 lakhs Convertible Equity Warrants to Mr. Nitin Dhanji Shah, Chairman and Managing Director (Promoter), out of which 5 lakhs convertible equity warrants were converted into equity shares on March 01, 2021.

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the Year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
				No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Collab9, LLC						
	At the beginning of the year - 01.04.2020			1490000	2.97	1490000	2.97
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	1490000	2.97
2	K S Gopalaswamy						
	At the beginning of the year - 01.04.2020			1212528	2.42	1212528	2.42
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	1212528	2.42
3	Suresh Ayodya Mahadevan						
	At the beginning of the year - 01.04.2020			520000	1.04	520000	1.04
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	520000	1.04
4	Beenaben Bipinbhai Patel						
	At the beginning of the year - 01.04.2020			584	0.00	584	0.00
	Add:	08.01.2021	Market Purchase	58624	0.12	59208	0.12
	Add:	15.01.2021	Market Purchase	141160	0.28	200368	0.40
	Add:	22.01.2021	Market Purchase	56000	0.11	256368	0.51
	Add:	29.01.2021	Market Purchase	357	0.00	256725	0.51
	Add:	12.02.2021	Market Purchase	5000	0.01	261725	0.52
	Add:	12.03.2021	Market Purchase	8898	0.02	270623	0.53
	Add:	19.03.2021	Market Purchase	8432	0.02	279055	0.55
	Add:	26.03.2021	Market Purchase	75000	0.15	354055	0.70
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	354055	0.70
5	Nitin Gordhanbhai Thakker						
	At the beginning of the year - 01.04.2020			342377	0.68	342377	0.68
	Add:	31.07.2020	Market Purchase	90	0.00	342467	0.68
	Add:	23.10.2020	Market Purchase	4	0.00	342471	0.68
	Less:	08.01.2021	Market Sale	(10000)	(0.02)	332471	0.66
	Less:	22.01.2021	Market Sale	(2201)	0.00	330270	0.66

Sr. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the Year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
				No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	Less:	05.02.2021	Market Sale	(8253)	(0.02)	322017	0.64
	Less:	26.03.2021	Market Sale	(10)	(10)	322007	0.64
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	322007	0.64
6	Shree Salasar Properties And Finance Private Limited						
	At the beginning of the year - 01.04.2020			169000	0.34	169000	0.34
	Add:	28.08.2020	Market Purchase	131000	0.26	300000	0.60
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	300000	0.60
7	Shashi Bansal						
	At the beginning of the year - 01.04.2020			184873	0.37	184873	0.37
	Add:	05.06.2020	Market Purchase	22848	0.05	207721	0.41
	Add:	12.06.2020	Market Purchase	11109	0.02	218830	0.44
	Add:	03.07.2020	Market Purchase	7154	0.01	225984	0.45
	Add:	10.07.2020	Market Purchase	5473	0.01	231457	0.46
	Add:	17.07.2020	Market Purchase	9948	0.02	241405	0.48
	Add:	31.07.2020	Market Purchase	18892	0.04	260297	0.51
	Add:	25.12.2020	Market Purchase	19367	0.04	279664	0.55
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	279664	0.55
8	Jhaveri Satishkumar Umedlal						
	At the beginning of the year - 01.04.2020			250940	0.50	250940	0.50
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	250940	0.50
9	Gopal Bansal						
	At the beginning of the year - 01.04.2020			199413	0.40	199413	0.40
	Add:	31.07.2020	Market Purchase	29993	0.06	229406	0.46
	Add:	12.02.2021	Market Purchase	10000	0.02	239406	0.48
	Add:	26.02.2021	Market Purchase	10000	0.02	249406	0.49
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	249406	0.49

Sr. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the Year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
				No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
10	Preeti Tushar Parekh						
	At the beginning of the year - 01.04.2020			235000	0.41	235000	0.41
	Add:	28.08.2020	Market Purchase	1000		236000	
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2020			N.A.	N.A.	236000	0.41
11.	Rajendra Rajaram Dhole*						
	At the beginning of the year - 01.04.2020			205000	0.41	205000	0.41
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			N.A.	N.A.	205000	0.41
12.	Sharad Ramanlal Desai*						
	At the beginning of the year - 01.04.2020			218072	0.43	218072	0.43
	Less:	17.04.2020	Market Sale	(18000)	(0.04)	200072	0.40
	Add:	15.05.2020	Market Purchase	3000	0.01	203072	0.40
	Add:	22.05.2020	Market Purchase	8500	0.02	211572	0.42
	Add:	29.05.2020	Market Purchase	10428	0.02	222000	0.44
	Add:	05.06.2020	Market Purchase	13000	0.03	235000	0.47
	Less:	12.06.2020	Market Sale	(1000)	0.00	234000	0.47
	Less:	19.06.2020	Market Sale	(34000)	(0.07)	200000	0.40
	Less:	26.06.2020	Market Sale	(5132)	(0.01)	194868	0.39
	Less:	30.06.2020	Market Sale	(12597)	(0.03)	182271	0.36
	Add:	10.07.2020	Market Purchase	22729	0.05	205000	0.41
	Add:	17.07.2020	Market Purchase	7000	0.01	212000	0.42
	Less:	31.07.2020	Market Sale	(12538)	(0.02)	199462	0.40
	Less:	07.08.2020	Market Sale	(4000)	(0.01)	195462	0.39
	Less:	14.08.2020	Market Sale	(2462)	0.00	193000	0.38
	Add:	21.08.2020	Market Purchase	6000	0.01	199000	0.40
	Add:	28.08.2020	Market Purchase	3000	0.01	202000	0.40
	Less:	04.09.2020	Market Sale	(4000)	(0.01)	198000	0.39
	Less:	11.09.2020	Market Sale	(5000)	(0.01)	193000	0.38
	Less:	09.10.2020	Market Sale	(6000)	(0.01)	187000	0.37
	Less:	30.10.2020	Market Sale	(3000)	(0.01)	184000	0.37
	Less:	06.11.2020	Market Sale	(2500)	0.00	181500	0.36
	Less:	13.11.2020	Market Sale	(1500)	0.00	180000	0.36
	Less:	20.11.2020	Market Sale	(2000)	0.00	178000	0.35

Sr. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the Year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
				No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	Less:	27.11.2020	Market Sale	(14000)	(0.03)	164000	0.33
	Less:	04.12.2020	Market Sale	(2000)	0.00	162000	0.32
	Less:	11.12.2020	Market Sale	(11759)	(0.02)	150241	0.30
	Less:	18.12.2020	Market Sale	(12241)	(0.02)	138000	0.27
	Add:	25.12.2020	Market Purchase	2000	0.00	140000	0.28
	Less:	22.01.2021	Market Sale	(5000)	(0.01)	135000	0.27
	Less:	05.02.2021	Market Sale	(25000)	(0.05)	110000	0.22
	Less:	12.02.2021	Market Sale	(10002)	(0.02)	99998	0.20
	Less:	19.02.2021	Market Sale	(1000)	0.00	98998	0.20
	Less:	26.02.2021	Market Sale	(6498)	(0.01)	92500	0.18
	Less:	05.03.2021	Market Sale	(9500)	(0.02)	83000	0.16
	Less:	12.03.2021	Market Sale	(5000)	(0.01)	78000	0.15
	Add:	19.03.2021	Market Purchase	2000	0.00	80000	0.16
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			NA	NA	80000	0.16
13	Jimmy Jehangir Parakh*						
	At the beginning of the year - 01.04.2020			433498	0.86	433498	0.86
	Less:	22.05.2020	Market Sale	(15181)	(0.03)	418317	0.83
	Less:	29.05.2020	Market Sale	(38713)	(0.08)	379604	0.76
	Less:	05.06.2020	Market Sale	(24618)	(0.05)	354986	0.71
	Less:	12.06.2020	Market Sale	(9297)	(0.02)	345689	0.69
	Less:	19.06.2020	Market Sale	(7569)	(0.02)	338120	0.67
	Less:	26.06.2020	Market Sale	(21500)	(0.04)	316620	0.63
	Less:	30.06.2020	Market Sale	(7000)	(0.01)	309620	0.62
	Less:	10.07.2020	Market Sale	(2980)	(0.01)	306640	0.61
	Less:	17.07.2020	Market Sale	(14000)	(0.03)	292640	0.58
	Less:	24.07.2020	Market Sale	(16000)	(0.03)	276640	0.55
	Less:	31.07.2020	Market Sale	(6000)	(0.01)	270640	0.54
	Add:	07.08.2020	Market Purchase	1000	0.00	271640	0.54
	Less:	14.08.2020	Market Sale	(8000)	(0.02)	263640	0.53
	Less:	21.08.2020	Market Sale	(1000)	0.00	262640	0.52
	Less:	28.08.2020	Market Sale	(8000)	(0.02)	254640	0.51
	Less:	04.09.2020	Market Sale	(129)	0.00	254511	0.51
	Less:	18.09.2020	Market Sale	(3000)	(0.01)	251511	0.50
	Less:	25.09.2020	Market Sale	(1000)	0.00	250511	0.50

Sr. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the Year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
				No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	Less:	30.09.2020	Market Sale	(8000)	(0.02)	242511	0.48
	Less:	02.10.2020	Market Sale	(1000)	0.00	241511	0.48
	Less:	09.10.2020	Market Sale	(4000)	(0.01)	237511	0.47
	Less:	04.12.2020	Market Sale	(4000)	(0.01)	233511	0.47
	Less:	22.01.2021	Market Sale	(10000)	(0.02)	223511	0.45
	Less:	29.01.2021	Market Sale	(2000)	0.00	221511	0.44
	Less:	05.02.2021	Market Sale	(35000)	(0.07)	186511	0.37
	Less:	12.02.2021	Market Sale	(20000)	(0.04)	166511	0.33
	Less:	19.02.2021	Market Sale	(10000)	(0.02)	156511	0.31
	Less:	26.02.2021	Market Sale	(81730)	(0.16)	74781	0.15
	Less:	12.03.2021	Market Sale	(2000)	0.00	72781	0.14
	Less:	19.03.2021	Market Sale	(3000)	(0.01)	69781	0.14
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			NA	NA	69781	0.14
14	Rohni Kumar Gupta *						
	At the beginning of the year - 01.04.2020			283773	0.57	283773	0.57
	Add:	08.05.2020	Market Purchase	1000	0.00	284773	0.57
	Add:	15.05.2020	Market Purchase	7234	0.01	292007	0.58
	Less:	05.06.2020	Market Sale	(8156)	(0.02)	283851	0.57
	Less:	12.06.2020	Market Sale	(47077)	0.00	236774	0.47
	Add:	19.06.2020	Market Purchase	107539	0.21	344313	0.69
	Add:	26.06.2020	Market Purchase	2000	0.00	346313	0.69
	Add:	17.07.2020	Market Purchase	5996	0.01	352309	0.70
	Less:	31.07.2020	Market Sale	(13400)	(0.03)	338909	0.68
	Add:	07.08.2020	Market Purchase	8298	0.02	347207	0.69
	Less:	14.08.2020	Market Sale	(43620)	(0.09)	303587	0.60
	Less:	21.08.2020	Market Sale	(15876)	(0.03)	287711	0.57
	Less:	28.08.2020	Market Sale	(81103)	(0.16)	206608	0.41
	Add:	04.09.2020	Market Purchase	33072	0.07	239680	0.48
	Add:	11.09.2020	Market Purchase	14223	0.03	253903	0.51
	Less:	18.09.2020	Market Sale	(15950)	(0.03)	237953	0.47
	Add:	25.09.2020	Market Purchase	12273	0.02	250226	0.50
	Less:	30.09.2020	Market Sale	(35553)	(0.07)	214673	0.43
	Less:	09.10.2020	Market Sale	(26996)	(0.05)	187677	0.37
	Less:	16.10.2020	Market Sale	(6056)	(0.01)	181621	0.36

Sr. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the Year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
				No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	Less:	23.10.2020	Market Sale	(8944)	(0.02)	172677	0.34
	Add:	06.11.2020	Market Purchase	15901	0.03	188578	0.38
	Add:	13.11.2020	Market Purchase	37582	0.07	226160	0.45
	Less:	20.11.2020	Market Sale	(19198)	(0.04)	206962	0.41
	Less:	27.11.2020	Market Sale	(124428)	(0.25)	82534	0.16
	Add:	11.12.2020	Market Purchase	31000	0.06	113534	0.23
	Less:	18.12.2020	Market Sale	(5349)	(0.01)	108185	0.22
	Less:	25.12.2020	Market Sale	(16000)	(0.03)	92185	0.18
	Less:	01.01.2021	Market Sale	(20000)	(0.04)	72185	0.14
	Less:	08.01.2021	Market Sale	(22185)	(0.04)	50000	0.10
	Add:	15.01.2021	Market Purchase	5000	0.01	55000	0.11
	Add:	22.01.2021	Market Purchase	32060	0.06	87060	0.17
	Add:	29.01.2021	Market Purchase	27623	0.06	114683	0.23
	Add:	05.02.2021	Market Purchase	21400	0.45	136083	0.45
	Add:	12.02.2021	Market Purchase	27839	0.06	163922	0.33
	Less:	19.02.2021	Market Sale	(9153)	(0.02)	154769	0.31
	Less:	26.02.2021	Market Sale	(95422)	(0.19)	59347	0.12
	Add:	05.03.2021	Market Purchase	18557	0.04	77904	0.15
	Less:	12.03.2021	Market Sale	(35623)	(0.07)	42281	0.08
	Less:	19.03.2021	Market Sale	(22160)	(0.04)	20121	0.04
	Add:	26.03.2021	Market Purchase	35469	0.07	55590	0.11
	At the end of the year (or on the date of separation, if separated during the year) 31.03.2021			NA	NA	55590	0.11

*Not in the list of Top 10 shareholders as on 31-03-2021. The same has been reflected above since the shareholder were Top 10 shareholders during 01-04-2020.

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Nitin Dhanji Shah	14783031	29.45	15283031	30.14
	At the end of the year (or on the date of separation, if separated during the year) (31.03.2021)	N.A.	N.A.	15283031	30.14

Sr. No.	For each of the Directors and KMP			Shareholding at the beginning of the year (April 1, 2020)		Cumulative Shareholding during the year (April 1, 2020 to March 31, 2021)	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
2.	Prakash Dhanji Shah			8178348	16.29	8178348	16.13
	At the end of the year (or on the date of separation, if separated during the year) (31.03.2021)			N.A.	N.A.	8178348	16.13
3.	Nehal Nitin Shah			48545	0.10	20489	0.04
	Add:	10.04.2020	Market Purchase	16063	0.02	64608	0.13
	Add:	19.06.2020	Market Purchase	18392	0.02	83000	0.17
	Add:	03.07.2020	Market Purchase	28800	0.02	111800	0.22
	At the end of the year (or on the date of separation, if separated during the year) (31.03.2021)			N.A.	N.A.	111800	0.22
4.	Milind Madhav Kamat			Nil	0	Nil	0
	At the end of the year (or on the date of separation, if separated during the year) (31.03.2021)			N.A.	N.A.	Nil	0
5.	Shrikant Navnitlal Parikh			Nil	0	Nil	0
	At the end of the year (or on the date of separation, if separated during the year) (31.03.2021)			N.A.	N.A.	Nil	0
6.	Shubhada Keshav Jahagirdar			Nil	0	Nil	0
	At the end of the year (or on the date of separation, if separated during the year) (31.03.2021)			N.A.	N.A.	Nil	0
7.	Paresh Bipinchandra Shah			Nil	0	Nil	0
	At the end of the year (or on the date of separation, if separated during the year) (31.03.2021)			N.A.	N.A.	Nil	0
8.	Gopal Tiwari			Nil	0	Nil	0
	At the end of the year (or on the date of separation, if separated during the year) (31.03.2021)			N.A.	N.A.	Nil	0
9.	Neha Sunil Bagla			Nil	0	Nil	0
	At the end of the year (or on the date of separation, if separated during the year) (31.03.2021)			N.A.	N.A.	Nil	0

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits
Indebtedness at the beginning of the financial year (01.04.2020)	2629	2931	6
Change in Indebtedness during the financial year	628	(570)	-
Indebtedness at the end of the financial year (31.03.2021)	3256	2161	6

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lakhs)

Sr. No	Particulars of Remuneration	Name of the MD/WT/Manager		Amount
		Nitin Shah Chairman & Managing Director	Prakash Shah Whole-time Director	
1	Gross salary	191.63	93.40	285.03
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	191.63	93.40	285.03

B. REMUNERATION TO OTHER DIRECTORS:

(₹ in Lakhs)

Sr. No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors		
	(a) Fee for attending board/committee meetings*	Mr. Shrikant Navnitlal Parikh	3.10
		Mr. Milind Madhav Kamat	2.80
		Ms. Shubhada Keshav Jahagirdar	2.35
	(b) Commission		
	(c) Others, please specify		
	Total (1)		8.25

Sr. No	Particulars of Remuneration	Name of the Directors	Total Amount
2	Other Executive Directors:		
	(a) Fee for attending board/committee meetings		
	(b) Commission		
	(c) Others please specify	Mr. Nehal Shah	7.20
	Total (2)		7.20
3	Other Non-Executive Directors		
	(a) Fee for attending board/committee meetings		-
	(b) Commission		-
	(c) Others, please specify		-
	Total (3)		-
	Total (1+2+3)		15.45
	Total Managerial Remuneration		15.45
	Overall Ceiling as per the Companies Act, 2013		N.A.

*The amount includes sitting fees paid for attending Board Meeting, Audit Committee Meeting and Nomination and Remuneration Meeting and Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
1	Gross Salary	Gopal Tiwari (CFO)	Neha Bagla (CS)	Paresh Shah (CEO)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	39.60	9.11	11.60	60.31
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	– as % of profit	-	-	-	-
	– others, specify	-	-	-	-
5	Others	-	-	-	-
	Total	39.60	9.11	11.60	60.31

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			Nil		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Nil		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Nil		
Punishment					
Compounding					

For and on behalf of Board of Directors of
Allied Digital Services Limited

Place: Mumbai
Date: July 30, 2021

Nitin Shah
Chairman and Managing Director
DIN: 00189903

Prakash Shah
Whole-time Director
DIN: 00189842

ANNEXURE IV

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Allied Digital Services Limited
Mumbai

Dear Sirs,

We have conducted online verification and examination of records, as facilitated by the Company, due to Covid 19 and subsequent lockdown situation for the purpose of Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Allied Digital Services Limited (herein after called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information and explanation provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended March 31, 2021 complied with the statutory provisions listed hereunder, and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter, however subject to verification of:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company, for the Financial Year ended on March 31, 2021, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations (as amended from time to time) and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015");
 - iv. the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 which was effective till November 9, 2018 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with effect from November 10, 2018;and
 - v. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the financial year under report:-

- i. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- ii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and;

(vi) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company i.e. Information Technology Act, 2000 as amended from time to time;

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except compliance with Regulation 24(1) of the Listing Regulations, 2015 read with explanation of "material subsidiary" as provided thereunder, with respect to appointment of at least one Independent Director of the Company on the Board of Directors of unlisted material subsidiary namely Allied Digital Services, LLC.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The composition of the Board of Directors during the financial year under report was in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the directors have communicated dissenting views, in the matters/agenda proposed from time to time for consideration of the Board and its Committees thereof, during the year under the report, hence dissenting views were not required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As regards, events/actions having a major bearing on the Company's affairs in pursuance of the referred laws, rules, regulations, guidelines, standards, etc. We report that during the year under report, the Company;

- i. Allotted 40,00,000 (Forty Lakhs) Convertible Equity Warrants on Preferential basis to Mr. Nitin Dhanji Shah (Promoter of the Company) at an offer price of ₹18.80 (Rupees Eighteen and Eighty Paise only) per warrant and each convertible or exchangeable into Equity Shares of ₹5/- (Rupees Five) each at a premium of ₹13.80 (Rupees Thirteen and Eighty Paise) per share;
- ii. Allotted 40,00,000 (Forty Lakhs) Stock Options to Employees, convertible into Equity Shares of ₹5/- (Five) each in pursuance of 'ADSL-Employees Stock Option Plan 2020';
- iii. Declared final dividend of ₹0.50 (Rupees Fifty Paise) per Equity share of face value of ₹5/- (Rupees Five) each for the financial year 2019-20;
- iv. Allotted 5,00,000 (Five Lakhs) Equity Shares pursuant to exercising of rights attached to the Convertible Equity Warrants to Mr. Nitin Dhanji Shah (Promoter of the Company) at ₹18.80 (Rupees Eighteen and Eighty Paise only) per share including premium of ₹13.80 per share.

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

NEHA RAJAT LAHOTY
PARTNER
FCS NO. 8568

C.P. NO. 10286
UDIN: F008568C000709422

Date: July 30, 2021
Place: Mumbai

Note: This report should be read with our letter which is annexed as Annexure-I and forms an integral part of this report.

ANNEXURE – I

To
The Members
Allied Digital Services Limited
Mumbai

Dear Sirs,

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

NEHA RAJAT LAHOTY
PARTNER
FCS NO. 8568
C.P. NO. 10286
UDIN: F008568C000709422

Date: July 30, 2021
Place: Mumbai

Annexure-V DETAILS OF REMUNERATION

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and the percentage increase in remuneration of each Director during the Financial Year 2020-21 are as under:**

(₹ in Lakhs)

Sr. No.	Name and Designation of Director	Remuneration	% Increase in Remuneration in the Financial Year 2020-21	Ratio
1.	Mr. Nitin Shah, Chairman & Managing Director	191.63	92.98	54.65
2.	Mr. Prakash Shah, Whole-time Director	93.40	88.12	26.64
3.	Mr. Nehal Shah, Director	7.20	-	2.05
4.	Dr. Shrikant Parikh, Independent Director*	N.A.	-	-
5.	Ms. Shubhada Jahagirdar, Independent Director*	N.A.	-	-
6.	Late Prof. Venugopal Iyengar, Independent Director*	N.A.	-	-
7.	Mr. Milind Kamat, Independent Director*	N.A.	-	-
8.	Mr. Paresh Shah, Chief Executive Officer	11.60	-	-
9.	Mr. Gopal Tiwari, Chief Financial Officer	39.60	-	-
10.	Ms. Neha Bagla, Company Secretary	9.11	-	-

*Non-Executive Directors have received only sitting fees and no other remuneration have been paid to them.

- ii. **The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of the employees is ₹ 3,50,658 in the financial year 2020-21 as compared to ₹ 3,09,324 in the financial year 2019-20. Hence there is an increase of 13.36% in median remuneration in the financial year 2020-21.

- iii. **There were 700 permanent employees on roll of the Company as on 31st March, 2021**

- iv. **The key parameter for any variable component of remuneration availed by the directors :**

In line with the overall performance of the company.

- v. **Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof:**

The said increase in the salaries of employees was in line with the individual performance of the employees, project requirements and market projection in the financial year 2020-21. The increase in total managerial remuneration was linked with the overall performance of the Company.

- vi. **Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Policy for Nomination & Remuneration of the Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors of
Allied Digital Services Limited

Nitin Shah
Chairman & Managing Director
DIN: 00189903

Prakash Shah
Whole-time Director
DIN: 00189842

Place: Mumbai
Date: July 30, 2021

Details pertaining to remuneration as required under Section 197(12) read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) Top ten employees of the Company in terms of remuneration drawn during the year:

Sr. No.	1	2	3	4	5	6	7	8	9	10
Name	Muralidharan Ganesan	Jawahar Ali	Sunil Nair	Mohinder Chandna	Adil Wadia	Sahoo Srinibash	Adriel Dsouza	Raghuvirt Kamat	Rajesh Altekhar	Amit Vora
Designation	GM - Service Delivery	CEO-ISG	Business Head - RMS	VP - Operations	Country Manager - Technology Support	Chief Transformation Officer	RMS Head	GM - Projects	AVP Services Delivery	General Manager - SCM
Remuneration paid (₹)	31,00,000	30,00,000	27,08,362	26,91,005	26,32,727	25,00,000	23,00,000	22,00,000	21,50,000	20,00,000
Qualifications	MS Software Systems	Bachelor of Science	Bachelor of Science	B.E. Electrical	B.E in Electronics	BE Electronics & Electricals	MBA	B.com	B.com	B.com
Experience (years)	19	27+	19+	26+	33+	26+	16	25	28	25
Date of commencement of employment	January 01, 2017	June 13, 2005	August 03, 2009	August 20, 2012	January 11, 2010	April 20, 2018	May 06, 2019	January 07, 2019	November 11, 2020	February 01, 2017
Age (years)	47	68	46	59	56	54	38	58	52	51
Previous Employment	Zones Corporate Solutions Pvt. Ltd.	CMS Computers Ltd.	Zenith Info-Tech	Reliance Communications	CMS Computers Ltd.	TIAA Global Business Services	Teleperformance Global Services Ltd.	Volksara Technologies Pvt. Ltd.	Wipro Ltd.	-
Percentage of equity shares held in the Company along with his spouse and dependent children	Nil	0.03%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00*
Whether relative of Director or Manager	No	No	No	No	No	No	No	No	No	No

* Amit Vora holds 271 Equity Shares of the Company

b) Employees of the Company in terms of remuneration drawn as per Sub-Rule (i) to (iii) of Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: Nil

For and on behalf of the Board of Directors of

Allied Digital Services Limited

Nitin Shah

Chairman & Managing Director

DIN: 00189903

Prakash Shah

Whole-time Director

DIN: 00189842

Place: Mumbai

Date: July 30, 2021

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Outlook

The fifteen months of pandemic threw open several challenges as well as opportunities. While the uncertainty in economy persists as we cannot rule out a roller-coaster economy, the world has shown strong resilience. World equity markets have remained on the highs, signifying the indomitable human spirit and indicating that the situation is only going to improve in future.

Global impact of the COVID-19 pandemic has led to two major resets or shifts – an acceleration in the pace of digital transformation and a novel, hybrid work model that has redefined the dimensions of already evolving workplace and work culture, as per NASSCOM.

Enterprises are re-balancing their technology spends to prioritize digitization. The industry witnessed 146 M&A deals in 2020, 90% of which were digitally focused. Companies saw a significant rise of 80% in cloud adoption during H1 FY 2021 Vs H2 FY 2020. Further, Continental Europe, APAC emerged as one of the strongest growth geographies in FY 2021.

Vaccination and stricter adherence to preventive measures have made a difference. Though there is again a rise in infections across several countries, healthcare readiness has also improved. The new world has risen together, ready to face the pandemic and other challenges like global warming, or increased inflation uptake, observed in US. We are quite optimistic by the end of this year; we should sail through the pandemic and economy will get stable.

IT industry has been in the middle of building resilience against a global economic collapse and we see a larger role for IT in coming times. Most industries have been thriving on remote IT operational capabilities and ability to work out of home. Your company has been instrumental in maintaining customer operations as well as transforming customers to the new cloud, cybersecurity and business resilient technologies.

IT investments primarily across the US, our biggest market outside India, have been on the rise. Large as well as small companies in the US are continuously embracing technologies for cloud operations as well as automation, DevOps transformation and machine learning based analytics platforms. The most striking trend has been the increased focus on cybersecurity. Remote working norms, mobile phone triggered frauds and increased enterprise security loose-ends have been a playground for an exponential rise in ransomware attacks. Globally, the industries are almost in a stage of shock, by the fast-changing ways of cyberattacks. They are seeking professional help from companies like us, to ward off the threat.

Indian corporates and Government also see huge upcoming rise in cybercrime. Several recent big cybercrimes both in enterprise and Government sector are worrisome. RBI and regulatory bodies are issuing new alerts on cybercrime. We predict a big demand for cybersecurity services in India and are already experiencing large opportunities in managed cybersecurity services business.

As we predicted last year, businesses who have adopted digitalization as the new norm have been doing far better than others. Interestingly, as the industry looks forward to leaner structures with more flexibility and faster adoption of cloud-based products and services in 2021. With hyper-digitization and technology adoption accelerating across sectors, 2021 will put the spotlight on the emergence of growth verticals like healthcare, pharma, medical devices, software & internet, consumer electronics.

As India stands at the cusp of a re-imagined world of technology, 2021 will redefine the industry narrative for the future.

Our Business

For ADSL, the numbers speak for themselves. It has been a fabulous year. Strong leadership, agility and decades old experience has kept us galloping smoothly. Our proactiveness with remote service delivery model, which has paid huge dividends. Your company once again scaled new heights of excellent service delivery. The managed services business continues to add new customers on a rapid pace. Our smart city and systems integration business in India, has once again retained its leadership position, seamlessly delivering multiple projects during these times. As new opportunities of transformation in the cloud and cybersecurity grew globally, we have been able to grab them and deliver successfully. We have now a strong foothold not just in cloud support services, but also in Cloud Engineering DevOps, Cybersecurity and real-time analytics platforms for transformation.

The excellent job done by our operations teams and has been amply enabled by the enabling teams. Human resources worked shoulder-to-shoulder in mainstream operations. They played a noteworthy role in keeping the workforce motivated, ensuring a low attrition and adhering to all compliances. Finance teams have been exceptional in further reducing debt, maintaining cash flow and making your company debt free. The global legal teams have stretched long hours reviewing and renewing contracts seamlessly. The “Wow” factor has come in from our sales team, which has outperformed, with their continued exemplary relationship with partners and prospects, giving us big new business.

Before the pandemic, we expanded into Europe and continue to expand to other geographies. We have opened office in Japan, are completing the formalities of opening offices in China and Brazil. Today, ADSL is delivering projects in all continents, spanning more than 70 countries.

Our commitment for excellence, bold vision and patronage of our investors, has helped scale newer heights and win large business deals. ADSL management is pleased to share that, recently, your company has been selected as a vendor of choice to deliver large contracts around the globe, as well as in India. These contracts, which are of multiyear durations, have propelled your company into the next big league of global IT service providers and system integrators.

Our continued focus on business model innovation and skill upgradation has helped us build a strong future roadmap of growth.

Core Offerings: Infrastructure Management Services

In India, our deal pipeline continues to be strong. We are positioned well with large customers looking for leading IT managed service providers and master system integrators. We have bagged one of the largest managed IT infrastructure service enterprise deals in India. Our cloud transformation business is growing rapidly. We have also won and delivered two comprehensive cybersecurity projects for a large enterprise in automobile industry as well as a financial services major.

US operations have witnessed a good revenue growth. Though, the company faced strong headwinds on profit margins due to the discounts offered by some customers for covid impact, we have managed to close the year on a higher EBTDA as well as extremely good growth on our topline. We added several customers, few large in healthcare and FMCG. We are closing the first financial quarter of this year with a big bang. As indicated above, two large deal closures are for delivering end user workplace transformation for a global Europe based automotive giant in close to 35+ countries, an order worth USD 100 Million for 5 years and the other, ₹ 200 crores plus, IT outsourcing contract from one of India's top 10 conglomerates.

We continue to bring valuable customer insights leveraging, powerful analytics. Though, the Europe business witnessed a sluggish growth, we made an interesting win on driving IT operations for a top UK based covid testing center leveraging the new ADiTaaS Platform.

Our ADiTaaS Platform has been adding new feathers in the cap. The platform is now PinkVERIFY Certified, and enters the elite league of very few companies certified amongst several hundred ITSM product companies. ADiTaaS product is now also available in Azure Cloud Marketplace. We continue to drive our "center of excellence" in service delivery by offering smart governance portals to give our customers and partners 360-degree insights into the delivered services.

Apart from our flagship offerings of global workplace services and remote enterprise managed services, we continue our focus on IMS, cloud transformation, smart cities-IoT, cybersecurity, analytics and automation, defining the six focus areas of the company.

Smart Cities Solutions

We completed five years of Pune Metro Safe City project and are currently serving extension. It has been one of the most successful achievements of Allied Digital. In these covid times, we have continued to delight the customer - Government of Maharashtra by our exceptional performance. It is also important to highlight continuous progress of delivering other smart city projects including Rajkot City, Kalyan-dombivli, Aurangabad and Bidkin. Our Kalyan-Dombivli project shared the best smart city award recently alongside Varanasi Smart city.

Our re-skilled engineering services division is now bidding for international IoT based system integration projects. Our current smart city pipeline is robust and awaiting new closures.

Trending Technologies - Artificial Intelligence and DevOps

Artificial intelligence adoption continues to gather pace, as machine learning and analytics are gaining focus as every business is wanting to gain more insights. As cloud has become a de-facto standard in infrastructure architectures, clients are leveraging DevOps frameworks and tools to automate their cloud environments on a larger scale.

ADiTaaS next generation Digital Service platform is already cloud native and DevOps enabled. ADSL has been proactively training workforce in cloud engineering and DevOps, empowering them to deliver complex and critical projects. The company shall continue to optimize its services offerings, leveraging AI technologies, developing prescriptive analytics for its clients.

Financial Highlights

The key financial highlights of the company for the financial year ended March 31, 2021 are given below:

(₹ In Lakhs)

Particulars	Standalone			Consolidated		
	FY 2020-21	FY 2019-20	Y-o-Y Change	FY 2020-21	FY 2019-20	Y-o-Y Change
Revenue	9,619	9,379	3%	35,808	33,014	8.46%
EBITDA	2,399	2,819	-15%	4,872	5,324	-8.49%
EBITDA Margin	24%	28%	-	13%	16%	-
PBT	784	831	-6%	2,349	2,404	-2%
PBT Margin	8%	8%	-	6%	7%	-
PAT	777	789	-1%	1,922	1,922	0%
PAT Margin	8%	8%	-	5%	6%	-

Key Financial Ratios:

Particulars	Standalone		Consolidated	
	FY 2020-21	FY 2019-20	FY 2020-21	FY 2019-20
Debtors Turnover	0.66	0.65	1.97	1.68
Inventory Turnover	0.17	0.16	1.50	1.39
Interest Coverage Ratio	6.91	4.56	13.22	7.62
Current Ratio	2.91	2.70	2.75	2.67
Debt Equity Ratio	0.01	0.02	0.01	0.02
Operating Profit Margin (%)	24	28	13	16
Net Profit Margin (%)	8	8	5	6

- Debtors turnover and Inventory turnover ratios has improved marginally mainly due to higher turnover achieved during the year.
- Interest Coverage Ratio has improved considerably mainly due to reduction in debt and corresponding reduced finance costs during the year.
- Net profit margin also stood in line with last year.

Key Drivers of Growth

Innovation and Adaptability

Your company has delivered exceptionally well and kept the flame of innovation burning. Our workforce has been well trained into newer technologies and we have been continuously innovating our services and solutions; such as automation, infrastructure analytics and ADiTaaS, which has scaled new frontiers in Cloud DevOps and Automation with AI enabled chatbot capable of natural language processing. Our unique partner customer analytics portal is gaining market share.

We have reached new horizons in leveraging latest trending industry tools and platforms in cybersecurity, which has further helped in winning good projects. We have embarked on the initiative of supporting some prestigious universities in India to setup IoT and smart cities Centres of Excellence.

Our company is actively promoting startups adding to the innovation agenda of the country. We are also supporting non-profit organizations to drive new technology enabled initiatives.

Putting Design Thinking methodologies in practice within the company, the leadership continues to ideate and build new customer solutions for newly defined problems. Design thinking based discovery workshops have been initiated for the clients to join in for co-creation agenda.

New markets

In these tough times, technology has proven to be the key enabler for bringing business resilience. Our plan massive growth last year, has paid results. We see new horizons of growth in countries like Japan and Latin America.

As we see the situation of pandemic improving, ADSL will soon invest its energy into building new partnerships for business growth strategically in Europe as well as rest of the world. Our new partnerships are also flourishing, while the older partnerships are yielding us very large and strategic business opportunities.

Human Resource

Human resource practices have been hugely instrumental in the company's growth. On all counts, be it handling resources efficiently, hiring new resources for rapidly scaling existing or new projects, the human resource division has been a pillar of strength. The team has played a leadership role in ensuring smooth service delivery by driving "Work from home" policies as well as motivating employees while ensuring all compliance metrics are met with. The department has been driving continuous communication and providing extra care to support and field staff across the globe.

HR has been leading big initiatives such as vaccination for the employees as well as their families. Another area where our global HR has exceeded expectations is in hiring new leadership roles and massive hiring scalability; Your company is in process of hiring over 500 employees this year. The total permanent employees strength as on March 31, 2021 is 700.

Government Initiatives

In the financial year gone by, Allied Digital has completed its facility capacity refresh and expansion to fuel technology and business mentorship to startups as well as to impart training and awareness programs in the area of AI and cybersecurity. New support initiative to drive student innovation projects is already in action with various well-known engineering institutes. Due to pandemic interruptions, there is some delay in reforms, however, India is expected to be back on the growth path soon. Technology will play a significant role in implementing the transformation.

Risks and Concerns

Volatile Global Outlook

The global presence of your company exposes it to interest rate risk, currency fluctuations, credit risk and regulatory risks. In the US, the increased inflation as well as Government's financial support has put some challenges in workforce shortage. However, we are pro-actively working to ensure the business growth is not hampered. Company's internal audits ensure a robust risk management readiness. Risks are reviewed on the quarterly basis by the management. Some global and India related macroeconomic risks are posing challenges due to imposing India border related issues, climate change and post-pandemic economic changes.

Technology

Technology is directly related to innovation and change is eminent. This means we have to be forward adoption mode for new technologies and promote innovative solutions, enhancing the potential to tap new business opportunities. The company continuously engages in training and skill development programs to update the knowledge base. Allied Digital has clearly defined its six technology towers to do business. It now has a clear roadmap for next three years of its operation and will focus on new opportunities. It will continue to invest into R&D to develop new offerings across the geographies.

Today the biggest risk for managed service providers and industry as a whole is cybersecurity. This year, an extra budget and resources are being invested to revamp our internal operations with enhanced IT security. This is the need of the hour and due to new large business contracts coming this year, we have also enhanced our cybersecurity limits.

Compliance Risk

Company's operations are spread across the globe and hence it becomes imperative for the organization to comply with legal and regulatory laws of various countries. Failing to comply with the specific country's laws and regulation may expose the company to legal and financial penalties and dilute the brand equity. Identified key stakeholders across sales and business units and corporate functions ensure compliance of all applicable laws on a continuous basis. Any changes in the applicable regulations are updated and monitored by respective departments. The company has appointed third-party agencies, to support standard compliance in certain countries, for reducing local statutory risks.

This year, from operations perspective, we have refreshed our ISO as well as CMMI level 3 compliance and also added SOC2 compliance.

Delivery Risk

There is a constant risk of competition trying to take clients away. Clients demand continuous value augmentation from service providers. Especially in India, the enterprises put constant pressure to not just exceed the KPI but also give discounts because of pandemic as well as free value-add. Your company has extended some discounts and done some value-additions to the customers. We address this situation in two parts. One is through shift left automation, which implies routine tasks get automated. For example, our managed services team has built smart dashboard analytics for customers and partners. About 300 different daily routine tasks are digitalized and automated. The other approach is to take care of increased operational costs into pricing for new prospects.

Payment delays are frequent, at different levels across the globe. However, our finance team does rigorous follow-ups to get the receivables and has been largely successful in managing this risk. Of course, in covid times, this has been more painful but yet we maintained seamless cashflows, without taking additional debt pinches.

Contract Management

Sometimes ambiguities are created in the scope of work which lead to unaligned expectations from the parties involved in the project. We have standardized contracts and are constantly putting efforts on stronger contract management and building deeper insights into customer's environment to avoid risks of service failure at desired levels. Our contracts team is constantly fine tuning new and renewal contracts in the current business context.

Employee Related Risk

As a service-centric, talent-driven organization, we are strengthening our Employer Brand to attract and retain the best talent, with highly specialized skills in each part of our business. Over the decades of operations, we have matured the model of balancing the right levels at the right locations, at the appropriate time, to maximize the speed and quality of delivery for our clients.

Our attrition rate has reduced over the last year in India, though some challenges have emerged in the US, as the local inflation is higher than past few years. Allied Digital is mitigating risks by cross-training and working diligently with in-house as well as third party recruiters. In Europe, due to immigration law changes, there are attrition issues, as well. We have been a constant vigilance in its delivery operations so that the customer deliverables are never affected.

We are also embarking on larger pool of fresh workforce from institutions, giving them training and larger roles. This helps in managing attrition as well as keeping the cost of lateral hiring in control. Adequate business insurance policies are also in place on errors, omissions and general liability.

Internal Control Systems

Adequate internal controls ensure that transactions are authorized, recorded, reported correctly and assets are safeguarded against loss from unauthorized use or disposition. In addition, operational controls and fraud risk controls, cover the entire spectrum of internal

financial controls. Your company continues to put a lot of emphasis on improving the internal control systems in multiple areas such as Finance, Sales, Purchase and HR.

- In finance, the internal checks and balances are managed by internal team of professionals and subsequently by a formal system of internal audit. Alert mechanism is in place for regulatory changes. The Company has appointed, M/s. Satya Prakash Natani & Co., Chartered Accountants, Mumbai as Internal Auditors of the Company to carry out the Internal Audit.
- In Sales, emphasis continues to be given on due diligence of the customers, their credit checks, profitability and sales closures.
- In purchases, emphasis continues to be given on comparative multiple quotes, discounts, delivery terms and quality of products.
- On the delivery and operations end, we improved on alerts communication, automation and customer systems health checks. This is constantly improving quality of delivery.
- We have embarked on a major initiative of CMMI Level 3 compliance this year. The work is on the last stage for achieving the certification before this year end.

Other initiatives such as management performance audit were also successfully implemented last year. The quality management system of the company is ISO certified each year.

Way Forward

- Last year has been wonderful and growing. This year, due to increased revenues and compliance, we expect to scale new heights, as the year looks even more brighter for business.
- The Pune City project extension is already under-way. We hope to renew take this project for another five years.
- Our new partnerships and geographical expansion continue across the globe.
- The finance and HR support teams are doing a spectacular job in managing cost of operations.
- We have aggressively improved our marketing efforts, to increase our brand visibility. Your company got recognized with **"CIO Choice" Awards for the year 2021** for "Managed IT services" category. This is one of the awards where the customers have appreciated our services by voting for us.

The management is currently looking at various alternatives to monetize the Hard Assets (Real Estate) of the company as the real estate market has been sluggish during the pandemic. This includes creating a value-added shared offices infrastructure management, AI based incubation center development.

In summary, a wonderful year, pandemic related challenges but have excelled in service delivery. Moreover, the number of customers are growing across the globe. This financial year, we have already been successful in closing very large wins in India as well as in the US. We continue to see a sharper upward growth, with increasing brand value and continue to deliver some pioneering projects in trending technologies. Our motto of "Passion, Teamwork and Innovation" continues to drive us along with your good wishes.

CORPORATE GOVERNANCE REPORT

"Allied Digital continues to focus on its resources, strengths and strategies to achieve the goals while upholding the core values of Quality, Trust, Leadership and Excellence, to enhance the value of its stakeholders."

♦ **PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company's philosophy on Corporate Governance is backed by principles of Concern, Commitment, Ethics, Excellence and Learning in all acts and relationships with Stakeholders, Clients, Associates and Community at large. This philosophy revolves around fair and transparent governance and disclosure practices in line with the principles of Good Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet the expectations of its shareholders and other stakeholders.

♦ **GOVERNANCE STRUCTURE:**

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. It is always believed at ADSL that a progressive Board determinedly creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are allied with the Company's best interests. The Board is committed to the goal of sustainably uplifting the Company's value creation. The Company has defined guidelines and an established framework for the meetings of the Board and its Committees. These guidelines seek to regulate the decision-making process at the meetings of the Board and its Committees in an informed and efficient manner.

• **Board of Directors:**

As on March 31, 2021, the Board of the Company comprises of six (6) Directors with optimum combination of Executive and Non-executive Directors i.e. three (3) Executive Directors and three (3) Non-executive Independent Directors including an Independent Woman Director and each of them are professionals in their respective areas of specialization. The Chairman of the Company is an Executive Director and 50% of the Board consist of Non-Executive Directors. The Chairman and Managing Director (CMD) provides overall direction and guidance to the Board and is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders.

The Composition of the Board is in conformity with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). None of the Independent Directors have attained the age of 75 years. The Board periodically reviews the compliance reports of all laws applicable to the Company.

None of the Directors on the Board are member of more than ten committees and chairman of more than five committees across all companies in which they are Directors as per the requirement of Regulation 26 of the Listing Regulations.

A certificate has been received from M/s. Rathi & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company as on March 31, 2021, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority is marked as **"Annexure I"**

• **Skills/Expertise/Competence**

The Board of the Company comprises of highly qualified members and leaders in their respective fields who possess required skills, expertise and competence that allows them to make effective contribution to the Board and its committees.

The Board has identified the following skills set with reference to its Business and Industry which are available with the Board:

Global Business	Understanding of global business dynamics across various geographical markets, industry verticals and regulatory jurisdictions, knowledge of foreign exchange markets trends.
Strategy and Planning	Corporate planning and strategy, driving changes and long term growth, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments, risk management.
Operations and Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Technology	Understanding of technology, ability to create innovation and design solution or create new business models using the technology.
Financial	Proper allocation of financial assets, management and monitoring, supervision of financial reporting and accounting, taxation and other compliances related thereto.
Leadership	Extended leadership experience with practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent along with driving change and long-term growth.
Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture brought to the Board by individual members. Varied mix of strategic perspectives, geographical focus with knowledge and understanding of key geographies.
Values	Personal characteristics are in line with the Company's values, such as integrity, accountability, and high performance standards.

Below is a list of core skills, expertise and competencies of the individual Directors:

Name of Directors	Global Business	Strategy & Planning	Operation and Governance	Technology	Financial	Leadership	Diversity	Values
Mr. Nitin Shah	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Prakash Shah	✓	✓	✓	–	✓	✓	✓	✓
Mr. Nehal Shah	✓	✓	✓	–	–	✓	✓	✓
Ms. Shubhada Jahagirdar	–	✓	✓	–	–	✓	✓	✓
Dr. Shrikant Parikh	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Milind Kamat	✓	✓	✓	✓	–	✓	✓	✓

Composition of the Board and the Directorship(s)/Committee Membership(s)/Chairmanship(s) held as on March 31, 2021 is as follows:

Name of Director and Director Identification Number (DIN)	Category/Designation	No. of Directorship(s) in other Companies ¹	No. of Membership(s)/Chairmanship(s) in other Companies*		Directorship in other listed company (ies) and category of directorship	No. and percentage of Equity Shares held in the Company as on March 31, 2021
			Member	Chairman		
Mr. Nitin Shah DIN: 00189903	Chairman & Managing Director (Promoter)	6	–	–	–	1,52,83,031 (30.14%)
Mr. Prakash Shah DIN: 00189842	Whole-time Director (Promoter)	6	–	–	–	81,78,348 (16.13%)
Mr. Nehal Shah DIN: 02766841	Executive Director (Promoter)	2	–	–	–	1,11,800 (0.22%)

Name of Director and Director Identification Number (DIN)	Category/Designation	No. of Directorship(s) in other Companies ¹	No. of Membership(s)/Chairmanship(s) in other Companies*		Directorship in other listed company (ies) and category of directorship	No. and percentage of Equity Shares held in the Company as on March 31, 2021
			Member	Chairman		
Ms. Shubhada Jahagirdar DIN: 00895950	Non-Executive Independent Director	–	–	–	–	–
Dr. Shrikant Parikh DIN: 01735830	Non-Executive Independent Director	–	–	–	–	–
Mr. Milind Kamat [#] DIN: 01772084	Non-Executive Independent Director	–	–	–	–	–

¹ The Directorships, held by the Directors as mentioned above, do not include Directorship(s) in Foreign Companies and Section 8 Companies have not been considered.

* In accordance with Regulation 26 of the Listing Regulations, Chairmanship(s)/Membership(s) of only Audit Committee and Stakeholders' Relationship Committee in the Indian Public Limited Companies have been considered.

[#] Mr. Milind Kamat was appointed as Director with effect from June 11, 2020.

Independent Director:

An Independent Director is a Non-executive Director who does not have a material or pecuniary relationship with the company, except receiving sitting fees, but one who is enriched with appropriate balance of skill, experience, independence and knowledge of the corporate governance and assigned with the task to monitor and guide the Board in risk management, thereby improving corporate credibility and accountability and also play a significant role by acting as a watchdog in various committees constituted by the company to ensure good Corporate Governance and enhancing the corporate or company image in the business world.

Prof. Venugopal Iyengar (DIN: 02591297), Independent Director of the Company ceased to be Director of the Company due to his sudden demise on April 29, 2020. The Board appreciates his valuable contribution to the Company during his tenure and express deep sympathy, sorrow and condolences to his family.

Declaration by Independent Directors:

In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Number of Independent Directorships:

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director and Whole-time Director of the Company does not serve as an Independent Director in any other listed entity.

Independent Directors' Meeting:

During the financial year 2020-2021, one (1) meeting of the Independent Directors was held on November 06, 2020. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Executive Directors and Non-executive Directors.

All the Independent Directors of the Company attended the said Independent Directors Meeting. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

Familiarisation Programme imparted to Independent Directors:

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Regular updates are given in the Board and Committee meetings on business performance including Finance, Sales, Operations, Business strategy, etc. Details of such familiarisation programmes for the Independent Directors are available on the website of the Company:

https://www.allieddigital.net/in/downloads/Inv_Policies/Familiarisation_Programme_Independent_Directors.pdf

a) Board Procedure and Meetings:

The Board is the head body constituted by the shareholders for managing and supervising the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness and ensures that shareholders' long-term interests are being served.

The Company have defined guidelines and has established framework for the meetings of the Board and its Committees. The agenda for the Board Meetings broadly covers the information required as enumerated in Regulation 17(7) read with Part A of Schedule II of the Listing Regulations. The Company Secretary under the direction of the Chairman and in consultation with the Whole-time Director and the Chief Financial Officer prepares the detailed agenda for the meetings. The Board meets at least once a quarter to review the quarterly results and other items on the agenda and adequate notice is given to all directors for the Board Meetings along with the agenda and detailed notes on agenda which is sent at least seven days in advance before the scheduled meetings other than those held at a shorter notice.

The Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance. Further the important decisions taken at the Board/Committee Meetings are communicated to the concerned departments. Due to the exceptional circumstances caused by the Covid-19 pandemic and consequent relaxations granted by MCA and SEBI, all the Board meeting during the financial year ended March 31, 2021, were held through Video Conferencing.

During the financial year 2020-21, Seven(7) Board Meetings were held on June 11, 2020, July 30, 2020, August 04, 2020, September 16, 2020, November 06, 2020, February 02, 2021 and March 01, 2021. The maximum interval between any two meetings was well within the maximum allowed gap, as stipulated under Section 173(1) of the Act, Regulation 17(2) of the Listing Regulations and the Secretarial Standards issued by Institute of Company Secretaries of India read along with the General Circular No. 11/2020 dated March 24, 2020 issued by Ministry of Corporate Affairs.

The previous annual general meeting of the company was held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on September 03, 2020 in compliance with the General Circular no. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India.

b) The following table gives the attendance record of the Directors of the Company in the Board Meetings and General Meeting held during the reporting period:

Name of Directors	No. of Board Meetings attended	Attended Previous Annual General Meeting
Mr. Nitin Shah	07	Yes
Mr. Prakash Shah	07	Yes
Mr. Nehal Shah	07	Yes
Ms. Shubhada Jahagirdar	07	Yes
Dr. Shrikant Parikh	07	Yes
Mr. Milind Kamat	07*	Yes

*Mr. Milind Kamat was appointed on June 11, 2020

c) Relationship between the Directors inter-se:

Mr. Nitin Shah, Chairman & Managing Director, Mr. Prakash Shah, Whole-time Director of the Company are related to each other as they are brothers and Mr. Nehal Shah, Director is son of Mr. Nitin Shah, Chairman & Managing Director and relative of Mr. Prakash Shah, Whole-time Director. None of the Directors other than the above-mentioned Directors are related to each other.

d) Number of shares and convertible instruments held by Non-executive Directors:

None of the Non-executive Directors of the Company hold any shares and convertible instruments in the Company.

e) Risk Management:

The company pursues a comprehensive risk management programme as an essential element of sound corporate governance and is committed to continuously embedding risk management. Systematic and proactive identification of risks and mitigation thereof enables effective or quick decision making and enhances the performance of the organisation.

♦ COMMITTEES OF THE BOARD:

The Board committees play a crucial role in the governance structure of the Company and are being set out to deal with specific areas/activities which concern the Company and need a closer review. They are set up under the formal approval of the Board, to carry out the clearly defined roles which are considered to be performed by members of the Board, as a part of good corporate governance. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. During the year, all the recommendations of the committees of the Board have been accepted by the Board, which were mandatorily required.

The Board has established the following statutory and non-statutory committees:

I. AUDIT COMMITTEE:

a) **Brief Description:**

The Board has constituted and entrusted the Audit Committee with the responsibility to supervise these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting. The Audit Committee acts as a link between the Management, Statutory Auditor, Internal Auditor and Board of Directors for overseeing the financial reporting process.

The Chief Financial Officer is the permanent invitee to the Audit Committee. The Committee members may invite the Internal Auditor/ Statutory Auditor any other concerned Officer of the Company in the meetings, whenever required on case to case. The Company Secretary acts as the Secretary of the Audit Committee.

b) **Terms of reference:**

The primary responsibilities and role of the Audit Committee, inter-alia, are:

- i. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommending to the Board, the appointment, re-appointment, terms of appointment and if required, the replacement or removal of the auditors and fixation of audit fees;
- iii. Approval of payment to statutory auditors for any other non-audit services rendered by the statutory auditors;
- iv. Reviewing with the management, the quarterly/annual Standalone and Consolidated financial result/statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters to be specified in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing

- and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
 - xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - xviii. To review the functioning of the Whistle Blower mechanism;
 - xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 - xx. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
 - xxi. Consider and comment on rationale, cost benefits and the impact of schemes involving merger, demergers, amalgamation etc., on the listed entity and its shareholders;
 - xxii. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The Audit Committee mandatorily review the following information:

- i. Management Discussion and Analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- iii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- vi. Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

c. Composition of the Committee:

The composition of the Audit Committee of the Company is in accordance with the provisions of Section 177 of the Act and in terms with Regulation 18 of Listing Regulation. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Risk and International Finance. The Audit Committee comprises of three (3) Members out of which two (2) are Independent Director and one (1) Executive Director of the Company.

Four (4) meetings of the Audit Committee were held during the financial year. These were held on June 11, 2020, July 30, 2020, November 06, 2020 and February 02, 2021. The attendance at each committee member was under:

Sr. No.	Name of Members	Designation	Category of Director	No. of meetings held during the year	No. of meetings attended
1.	Dr. Shrikant Parikh	Chairman	Non-Executive, Independent Director	04	04
2.	Mr. Milind Kamat	Member	Non-Executive Independent Director	04	03*
3.	Mr. Prakash Shah	Member	Whole-time Director (Executive)	04	04

* Mr. Milind Kamat was appointed in Board Meeting held on June 11, 2020.

All the recommendations of the Audit Committee have been accepted by the Board of Directors. The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on September 03, 2020.

II. NOMINATION & REMUNERATION COMMITTEE :

a. Brief Description:

The objective of Nomination and Remuneration Committee ('NR Committee') is to ensure a fair transparent and equitable remuneration to employees and Directors based on quality of people, their performance and capability to run the company successfully. The purpose of the NR Committee is to assist the Board in ensuring that the Board and Executive Committee retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the firm.

b. Terms of reference:

The purpose and responsibilities of the Committee shall include matters as prescribed under applicable law or by the Board in compliance with applicable law from time to time, which inter-alia includes the following:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a Policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formation of criteria for evaluation of performance of Independent directors and the Board of Directors;
- iii. Devising a Policy on diversity of Board of Directors;
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- v. Whether to extend or continue the terms of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- vi. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

c. Composition of the Committee:

The composition of the NR Committee of the Company is in accordance with the provisions of Section 178 of the Act, and in terms with Regulation 19 of Listing Regulations. The NR Committee comprises of three (3) Independent Directors of the Company.

Three (3) meeting of the NR Committee were held during the financial year 2020-2021. It was held on June 11, 2020, August 04, 2020 and March 01, 2021. The Company Secretary acts as the Secretary to the Committee. The Chairman of the NR Committee was present at the Annual General Meeting of the Company. The attendance of each committee member at the meetings was under:

Sr. No.	Name of Members	Designation	Category of Director	No. of meetings held during the year	No. of meetings attended
1.	Dr. Shrikant Parikh	Chairman	Non-Executive Independent Director	03	03
2.	Mr. Milind Kamat*	Member	Non-Executive Independent Director	03	02
3.	Ms. Shubhada Jahagirdar	Member	Non-Executive Independent Director	03	03

* Mr. Milind Kamat was appointed in Board Meeting held on June 11, 2020

d. Performance Evaluation Criteria for Independent Directors:

The Board works with the NR Committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Committees and Executive/Non-Executive/Independent Directors through a peer evaluation excluding Director being evaluated.

Independent Directors have three key roles i.e. governance, control and guidance. Some of the performance indicators based on which the independent indicators are evaluated include:

- Possession of skills, experience and level of preparedness which allows the person to clearly add value to discussions and decisions;
- Attendance and active contribution to all Board debates and discussions;
- Collaboration and encouragement of healthy discussion among Board members;
- Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings;
- Contribution to enhance overall brand image of the Company.

To improve the effectiveness of the Board and its Committees as well as individual Directors, a formal and rigorous Board review/

evaluation is internally undertaken on an annual basis. For the financial year 2020-21, the process took the form of questionnaires followed by structured review with Independent and Executive Directors, Board of the Company and Committees of the Board. Further all the Directors expressed their satisfaction with the evaluation process.

The performance evaluation of Executive Directors and Key Managerial Personnel carried out by the Independent Directors in the manner mentioned above, taking into consideration the performance against the corporate goals and objectives on the basis of performance parameters set for each Executive Director and Key Managerial Personnel.

e. Disclosure of Remuneration paid to Director:

- There are no pecuniary relationship or transactions of the non-executive director's vis-a-vis the company.
- The criteria for making payments to Executive Directors of the Company are as under:

The Executive Directors remuneration (along with the revision) is determined and recommended by the NR Committee to the Board. The Board considers and if it is deemed fit, the Board approves the recommendation of NR Committee subject to the approval of the members of the Company. The revision in remuneration of the Executive Director is done taking into account their individual performance and as well performance of the Company.

Mr. Nitin Shah, Chairman and Managing Director and Mr. Prakash Shah, Whole-time Director, were reappointed for a period of five years from April 01, 2021 to March 31, 2026 and Mr. Nehal Shah, Executive Director was appointed w.e.f. July 30, 2021.

- Details of remuneration paid to Executive Directors for the year ended March 31, 2021 are as under:

Executive Director	Designation	Remuneration during 2020-21			
		All Elements of remuneration package i.e. salary, allowances and other benefits, etc.	Fixed Component and performance linked incentives along with the performance criteria	Service Contract, Notice Period, severance fees	Stock Options details, if any
Mr. Nitin Shah	Chairman & Managing Director	₹ 191.63 Lakhs (Refer Note No. a)	Nil	Refer Note b)	Nil
Mr. Prakash Shah	Whole-time Director	₹ 93.40 Lakhs (Refer Note No. a)	Nil	Refer Note b)	Nil
Mr. Nehal Shah	Director	₹ 7.20 Lakhs (Refer Note No. a)	Nil	Refer Note b) & c)	Nil

- a. The amount include perquisite includes allowances in respect of rent-free furnished accommodation owned, leased or rented by the Company or House Rent Allowances in lieu thereof, repairs and maintenance of accommodation including furniture, fixtures and furnishings and provision of gas, electricity and water, medical reimbursement, health insurance premium, group personal accident insurance, telephone facility at residence, mobile phone, leave travel concession, for himself and his family, education of self and family, fees for two clubs, fees for two credit cards, Company's car with a driver and maintenance, and any other reimbursements, allowances or perquisites in terms of the Company's Rules.
- b. The tenure of Managing Director and Whole-time Director can be terminated by six months' notice on either side. No severance fees is payable to the Managing Director or Whole-time Director.
- c. Mr. Nehal Shah, Director can be terminated by six months' notice on either side.

- The details and criteria for making payments to Non-Executive Directors of the Company are as under:

Non-Executive Directors are paid remuneration by way of sitting fees for attending the Board and Committee meetings. The details of the sitting fees paid to the Non-Executive Directors along with their shareholding for the financial year ended March 31, 2021 are as under:

Name of the Non-Executive Director	Sitting Fees paid for the F.Y. 2020-21	No. of Shares held
Mr. Milind Kamat	₹ 280000	-
Dr. Shrikant Parikh	₹ 310000	-
Ms. Shubhada Jahagirdar	₹ 235000	-

III. STAKEHOLDERS RELATIONSHIP COMMITTEE:

a. **Brief Description:**

The main objective of the Stakeholders Relationship Committee is to resolve the grievances of security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

b. **Terms of reference:**

The terms of reference of the Stakeholders Relationship Committee as per the applicable laws are as follows:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

c. **Composition of the Committee:**

As on March 31, 2021, the Stakeholders' Relationship Committee comprises of two (2) Independent Directors and one (1) Executive Director.

One (1) meeting of the Stakeholders' Relationship Committee was held during the financial year 2020-2021 i.e. February 02, 2021. Ms. Neha Sunil Bagla, Company Secretary acts as the Secretary to the Committee. The Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting of the Company. The attendance of each committee member was under:

Sr. No.	Name of Members	Designation	Category of Director	No. of meetings held during the year	No. of meetings attended
1.	Mr. Milind Kamat	Chairman	Non-Executive Independent Director	01	01
2.	Dr. Shrikant Parikh	Member	Non-Executive Independent Director	01	01
3.	Mr. Prakash Shah	Member	Whole – time Director	01	01

d. **Compliance Officer:**

The Compliance Officer briefs the Committee on the grievances/queries of the investors received and the steps taken by the Company for redressing the said grievances.

Details of Compliance officer as per Listing Regulations are as follows:

Ms. Neha Sunil Bagla

Company Secretary & Compliance Officer

Premises No.13A, 13th Floor, Earnest House,
NCPA Road, Block III, Nariman Point
Mumbai – 400021

Tel : +91 22 6681 6400

Fax : +91 22 2282 2030

Email : investors@allieddigital.net

e. **Investor's/Shareholders' Grievance Redressal:**

The Company has always valued its Stakeholders relationships. Accordingly, continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. During the financial year under review, the complaints and queries received from the shareholders were general in nature and were mainly pertaining to the non-receipt of annual report. All the complaints were resolved to the satisfaction of the investors.

The Status of the Investors Complaints as on March 31, 2021 is as follows:

Source of Complaint	No. of Complaints received	No. of Complaints resolved	Not resolved to the satisfaction of shareholders	No. of Complaints Pending
Directly from Investors	6	6	0	0
Through SEBI, Stock Exchanges.	0	0	0	0
Total	6	6	0	0

To redress the shareholders grievances, the company has a dedicated Email Id i.e. investors@allieddigital.net to which investors may send complaints.

IV. **MANAGEMENT COMMITTEE:**

a. **Brief Description & Composition of the Committee:**

The Management Committee was constituted by the Board on April 28, 2009. The Committee is entrusted with the operational and administrative power. The Committee comprises of three (3) Members i.e. Mr. Nitin Shah, Chairman and Managing Director, Mr. Prakash Shah, Whole-time Director and Mr. Paresh Shah, Chief Executive Officer of the Company.

b. **Meeting of the Management Committee:**

During the Financial Year 2020-21, Two (2) Management Committee Meetings was held on November 20, 2020 and January 04, 2021.

c. **Terms of reference of the Committee, inter alia, includes the following:**

- To borrow monies not exceeding specified sum or such other amount as may be authorized by the Shareholders at the General Meeting, together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from Financial Institutions/Banks and others from time to time;
- To authorize Employees of the Company for purchase whether on hire purchase or otherwise or sale of vehicle;
- To open Bank Accounts and to authorize Directors/Authorized Signatories to operate the said Bank Accounts;
- To withdraw/change the authority to operate any of the Company's Bank Account;
- To appoint attorney for and on behalf of the Company for specific/general purposes;
- To authorize Company Executives to represent the Company and sign and execute all the documents and papers related to the Central Government, State Government, Local Authority or any other authority in relation to the business of the Company;
- To take premises on leave and license/lease to be used as office/store/godown of the company or for the purpose of residence of employees or for any other purpose;
- To grant authority for opening Branches/Godowns at different places in the country or abroad subject to such permission as may be required from different authorities;
- To authorize Company Executives for obtaining Telephone/Electricity connections or other permissions in the name of the Company;
- To decide on filing recovery on suits against distributors/dealers/customers and to authorize company's executives to prosecute the same;
- To file criminal proceedings against those misusing the company's rights under the Design, Patents, Trademarks and Copyright Laws, if any;
- To authorize company's executives to defend civil suits filed by third parties against the company;
- Other general day-to-day affairs of the Company.

V. **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

a. **Brief Description:**

The CSR Committee's prime responsibility is to assist the Board in discharging its social responsibilities by formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy'.

b. Terms of reference:

The terms of reference of the CSR Committee are as under:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on activities referred under the CSR Policy;
- Institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company;
- Monitor the CSR policy from time to time;
- Such other activities as the Board of Directors determine as they may deem fit in line with the CSR Policy.

c. Composition of the Committee:

In compliance with the requirement of Section 135 of the Act, the Company has constituted a CSR Committee consisting of three (3) Directors out of which two (2) Directors are Independent Directors and one (1) Executive Director. The Company Secretary acts as the Secretary to the said Committee.

During the year under review, One (1) meeting of CSR Committee was held on February 02, 2021. The detailed composition and attendance of the CSR Committee is given below:

Sr. No.	Name of Members	Designation	Category of Director	No. of meetings held during the year	No. of meetings attended
1.	Ms. Shubhada Jahagirdar	Chairperson	Non-Executive & Independent Director	01	01
2.	Dr. Shrikant Parikh	Member	Non-Executive & Independent Director	01	01
3.	Mr. Prakash Shah	Member	Whole-time Director, (Executive)	01	01

VI. RISK MANAGEMENT COMMITTEE

As per Regulation 21(5) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Company was not covered in Top 500 listed entities determined on the basis of market capitalisation as at the end of 31st March, 2021 hence the requirement to constitute Risk Management Committee was not applicable to the Company during the reporting period.

GENERAL BODY MEETINGS:

Details of Annual General Meetings held in last three (3) years along with Special Resolutions passed thereat are as follows:

Financial Year	Day, Date, Time and Venue of AGM	Particulars of Special Resolution(s)
2019-20	<p><u>Day and Date :</u> Thursday, September 03, 2020</p> <p><u>Time :</u> 02:00 P.M.</p> <p><u>Venue:</u> Video conference and other audio-visual means</p>	<ol style="list-style-type: none"> Approval for Revision in Remuneration of Mr. Nitin Shah, Chairman and Managing Director of the Company. Approval for Revision in Remuneration of Mr. Prakash Shah, Whole-time Director of the Company. To approve 'ADSL - Employees Stock Option Plan 2020' To extend approval of 'ADSL - Employees Stock Option Plan 2020' to the employees of Holding Company and its Subsidiary Company(ies). To Grant options to issue securities equal to or exceeding One per cent but not exceeding Two per cent of the issued Capital of the Company during any One financial year to identified employees under ADSL - Employees Stock Option Plan 2020 To approve issue and allotment of 40,00,000 (Forty Lakhs) Convertible Equity Warrants on Preferential basis to the Promoter of the Company.

Financial Year	Day, Date, Time and Venue of AGM	Particulars of Special Resolution(s)
2018-19	<p><u>Day and Date:</u> Tuesday, September 10, 2019</p> <p><u>Time:</u> 04:00 P.M.</p> <p><u>Venue:</u> Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate, Mumbai – 400020</p>	Nil
2017-18	<p><u>Day and Date:</u> Monday, September 03, 2018</p> <p><u>Time:</u> 04:00 P.M.</p> <p><u>Venue:</u> Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate, Mumbai – 400020</p>	<ol style="list-style-type: none"> 1. Approval for revision in Remuneration of Mr. Nitin Shah, Chairman and Managing Director of the Company. 2. Approval for revision in Remuneration of Mr. Prakash Shah, Whole-time Director of the Company. 3. To appoint Mr. Nehal Shah (DIN: 02766841) as the Director of the Company 4. To mortgage, pledge, hypothecate or charge, in addition to the existing mortgages, hypothecations and charges created/to be created by the Company pursuant to Section 180(1)(a) of the Act 5. To borrow money together with the money already borrowed up to ₹ 10,000,000,000 pursuant to Section 180(1)(c) of the Act 6. To make investments pursuant to Section 186 of the Act, 2013

During the year under review, No Extra-Ordinary General Meeting (“EGM”) of the Shareholders was held.

Postal Ballot:

During the year, the Company did not pass any special resolution through postal ballot.

1. DISCLOSURES:

i. Related Party Transactions:

Details of related party transactions i.e. transactions of the Company of material nature with its promoters, the Directors or the key managerial personnel, their subsidiaries or relatives, etc. are presented in the Note no. 30(4) forming part of financial statements. All details on the financial and commercial transactions, where Directors may have a potential interest, are provided to the Board. The interested Directors neither participate in the discussion, nor vote on such matters. During the year under review, the Company has not entered into any transaction of a material nature with its subsidiaries, promoters, directors, the management, senior management personnel, their relatives, etc., that may have any potential conflict with the interest of the Company.

All Related Party Transactions that were entered into during the financial year under review were on arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act and the Listing Regulations. None of the transactions entered into with related parties falls under the scope of Section 188(1) of the Act.

The Company's Policy on materiality of related party transactions and on dealing with related party transactions is hosted on its website and can be accessed at the link:

https://www.allieddigital.net/in/downloads/Inv_Policies/Related_Party_Transaction_Policy.pdf

ii. Compliances by the Company:

The Company has complied with the requirements of the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited & National Stock Exchange of India Limited, the Securities and Exchange Board of India (SEBI) and Regulatory Authorities on matters related to the capital market and no penalties/structures have been imposed on the Company during the last three years.

iii. Vigil Mechanism/Whistle Blower Policy and Access of personnel to the Audit Committee:

The Company promotes ethical behaviour for all its business activities and has put in place a mechanism for directors, employees and other stakeholders to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of

Conduct. During the year under review, the company affirms that no personnel has been denied access to the Audit Committee. The policy has been posted on the website of the Company at:
https://www.allieddigital.net/in/downloads/Inv_Policies/Whistle_blower_and_vigil_mechanism.pdf

iv. Compliance with Mandatory & Non-mandatory requirement:

The Company has complied with all the mandatory Corporate Governance requirements stipulated under the Listing Regulations. With regard to Corporate Governance requirements specified in Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub Regulation (2) of Regulation 46 of Listing Regulations.

Adoption of non-mandatory requirements as prescribed under Listing Regulations are reviewed by the Board from time to time.

v. Web link for policy for determining 'material' subsidiaries:

The Company has formulated and adopted a Policy for determining Material Subsidiary in line with the requirements of the Listing Regulations. The Policy aims to set out the principles for determining a material subsidiary. The Policy on the Material Subsidiary is available on the website of the Company :

https://www.allieddigital.net/in/downloads/Inv_Policies/Policy_on_Determination_of_Material_Subsidiaries.pdf

vi. Disclosure of commodity price risks and commodity hedging activities:

The Company does not deal in commodities and hence the disclosure relating to Commodity price risks and commodity hedging activities are not required.

vii. Details of utilization of funds raised through Preferential allotment:

During the year under review, the company has raised ₹ 1.88 crores through preferential allotment of 40 lakhs convertible equity warrants to Mr. Nitin Dhanji Shah (Promoter), Chairman and Managing Director of the Company, out of which 5 lakhs convertible equity warrants were converted into equity share after paying the balance 75% i.e. ₹ 70.50 lakhs. All the funds raised are duly utilized as per the objects stated in the offer letter.

viii. Employees Stock Option Plan

The members at the 26th Annual General Meeting held on September 03, 2020 approved 'ADSL - Employees Stock Option Plan 2020'. The Company has also received In-principle approval from BSE Limited and National Stock Exchange of India Limited on February 09, 2021 and February 12, 2021 respectively.

The above Scheme is in line with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"). The Company has obtained certificates from the Auditors of the company stating that the scheme has been implemented in accordance with the SEBI SBEB Regulations and the resolutions passed by the members. The certificates are available for inspection by members in electronic mode.

During the year under review, no options have been granted under the ADSL – Employees Stock Option Plan 2020.

ix. Means of Communication:

Effective Communication of Information is an essential component of Corporate Governance. The Company regularly interacts with the shareholders through multiple channels of communication such as results announcement, Annual Report, Press release and through Company's Website i.e. www.allieddigital.net.

Financial Results: The Company's quarterly/half yearly/annually approved financial results are forthwith sent to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, where the shares of the are listed and the same are published in 'Business Standard' (English language) and 'Nava Kaal' (Marathi language) newspaper and are simultaneously displayed on its website www.allieddigital.net.

Website: Company's corporate website - www.allieddigital.net provides comprehensive information on company's portfolio of businesses. The website has an entire section dedicated to Company's profile, its core values, vision and mission, corporate governance, business lines and industry sections. An exclusive section on 'Investors' enables them to access information at their convenience. Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Accounts, Director's Report, Auditor's Report, Management Discussion and Analysis Statement, Corporate Governance Report and other important information is circulated to members and others entitled thereto. The Annual Report of the Company is available on the Company's website in a user-friendly and downloadable form.

The Press Releases giving an analysis of the performance of the Company are placed on the Company's website for the benefit of the institutional investors, analysts and other shareholders immediately after the financial results are communicated to the Stock Exchanges. The Company did not make any presentation to the institutional investors or to the analysts and therefore, no details of the presentations have been communicated to the Stock Exchanges.

Intimation to the Stock Exchanges: The Company intimates the Stock Exchanges (i.e. BSE Ltd. and National Stock Exchange of India Limited, where the shares of the company are listed) all price sensitive information or such other matters which in its opinion are material and of relevance to the Shareholders and are required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations.

NSE Electronic Application Processing System: As per the mandate received from National Stock Exchange of India Limited ('NSE'), the Company has been uploading its Financial Information, Shareholding Pattern, Report on Corporate Governance, other material events/information and other mandatory compliances on the dedicated website of NSE i.e. <https://neaps.nseindia.com/NEWLISTINGCORP/>

Online Portal-BSE Corporate Compliance & Listing Centre: As per the mandate received from BSE Limited ('BSE'), the Company has been uploading its Financial Information, Shareholding Pattern, Report on Corporate Governance, other material events/information and other mandatory compliances on the dedicated website of BSE i.e. <https://listing.bseindia.com/LoginAuth.aspx>.

Designated Exclusive email-id: The Company has the following designated e-mail ID: investors@allieddigital.net exclusively for investor grievances and redressal.

x. Code of Conduct:

The company has adopted a code of conduct for all board members and Designated Senior Management. All Board members and senior management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the Company i.e.

xi. Disclosure in relation to the Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place Sexual harassment Policy at workplace which is in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the applicable rules. Details of Sexual Harassment Complaints received are as follows:

- No. of Complaints received during the financial year 20-21: Nil
- No. of Complaints disposed during the financial year 20-21: N.A.
- No. of Complaints pending during the financial year 20-21: N.A.

xii. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditors is a part

Details relating to fees paid to Statutory Auditors are given in Note no. 27(A) to the Standalone Financial Statements and Note no. 28(A) to the Consolidated Financial Statements.

xiii. During the year, all the recommendations of the committees of the Board have been accepted by the Board, which were mandatorily required.

xiv. As per Regulation 34(3) read with Schedule V of the listing Regulations, the details of the Shares in the Suspense Account are as follows:

Aggregate No. of Shareholders and the Outstanding shares in the suspense Account lying at the beginning of the year	No. of the Shareholders who approached the Company for transfer of shares from the suspense account during the year	No. of the Shareholders whom shares are transferred from the suspense account during the year	Aggregate No. of Shareholders and the Outstanding shares in the suspense Account lying at the end of the year	That the voting rights of these shares shall remain frozen till the rightful owner of such shares claims the shares
1 Shareholder and 280 Eq. Shares	-	-	1 Shareholder and 280 Eq. Shares	280 Eq. Shares

2. GENERAL SHAREHOLDER INFORMATION:

A. Annual General Meeting detail:

Date :	September 13, 2021
Time:	02:00 p.m.
Venue:	Video conference "VC" and other audio-visual means "OAVM"

Financial Year	April 1, 2020 to March 31, 2021										
Financial Calendar (Tentative)	<div>Financial Reporting for:</div> <table> <tr> <th>For the Quarter ended</th><th>Tentative Date</th></tr> <tr> <td>June 30, 2021</td><td>By August 14, 2021</td></tr> <tr> <td>September 30, 2021</td><td>By November 14, 2021</td></tr> <tr> <td>December 31, 2021</td><td>By February 14, 2021</td></tr> <tr> <td>March 31, 2022</td><td>By May 30, 2022</td></tr> </table>	For the Quarter ended	Tentative Date	June 30, 2021	By August 14, 2021	September 30, 2021	By November 14, 2021	December 31, 2021	By February 14, 2021	March 31, 2022	By May 30, 2022
For the Quarter ended	Tentative Date										
June 30, 2021	By August 14, 2021										
September 30, 2021	By November 14, 2021										
December 31, 2021	By February 14, 2021										
March 31, 2022	By May 30, 2022										
Book Closure date	September 07, 2021 to September 13, 2021 (both days inclusive)										
Dividend Payment date	On or before October 12, 2021										
Registered Office of the Company	Premises No. 13A, 13 th Floor, Earnest House, NCPA Road, Block III, Nariman Point Mumbai – 400 021. Email: investors@allieddigital.net Website: www.allieddigital.net										
List of Stock Exchanges where the Shares of the Company are listed	<ul style="list-style-type: none"> National Stock Exchange of India Limited (NSE)(Stock Code/Symbol: ADSL) Address: Exchange Plaza, Plot No. C-1,Block G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051 Tel.: +91-22- 26598100/8114, Fax: +91-22-26598120 BSE Limited (BSE)(Stock Code/Script Code: 532875) Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Tel.: +91-22-22721233/4, Fax: +91-22- 22721919 										
Reason for suspending of Securities from trading, if any	Not Applicable										
Listing Fees and Custodian Fees to Depositories	The Company has paid Annual Listing fees for the year 2021-2022 to both the Stock Exchanges and the Company has also paid Annual Custodian Fees to each of the depositories based on the number of folios as on March 31, 2021.										
ISIN of Company' Equity Shares	INE102I01027										
Corporate Identification Number (CIN)	L72200MH1995PLC085488										

B. Registrar and Share Transfer Agent:

For both Physical and Demat (Common Registrar)

Link Intime India Private Limited,

C-101, 247 Park, L B S Marg,
 Vikhroli West, Mumbai- 400083.

Tel. No. : +91 022 4918 6270

Fax No. : +91 022 4918 6060

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

C. Dividend

The Board of Directors at their meeting held on August 04, 2020 recommended a final dividend of ₹ 0.50 per Equity share of face value of ₹ 5/- each for the financial year ended 31st March, 2020 and the dividend was paid by September 09, 2020.

The Board of Directors at their meeting held on July 30, 2021 recommended a final dividend of ₹ 0.75 per Equity share of face value of ₹ 5/- each for the financial year 2020-21. The aforesaid dividend is subject to the approval of the members at the ensuing Annual General Meeting of the Company and if approved the final dividend shall be paid on or before October 12, 2021.

D. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

As regards commodity price risk, you may mention as under: The Company is engaged in IT consulting & software services, therefore, does not use any commodity for its business activities. Hence, the Company is not exposed to any commodity price risk.

The Company is exposed to foreign exchange fluctuations risks on account of receivables from export of services to its foreign subsidiary companies as well as payables towards borrowings in foreign exchange from a bank. The company has put in place internal hedging mechanism to mitigate the risks arising on account of this.

E. Credit Rating

The Company's financial discipline and prudence is reflected in the strong credit ratings ascribed by rating agencies. There has been no revision in credit ratings during the financial year 2020-21. The details of the Credit Rating are mentioned in Management Discussion and Analysis Report.

F. Share Transfer System:

The Company has a Stakeholder's Relationship Committee to examine and redress complaints received by shareholders and investors. The Stakeholder's Relationship Committee meets as often as required to approve transfer of shares and the status of share transferred to the Board, Transfers of dematerialized shares are done through the depositories with no involvement of the Company. The shares sent for physical transfer are generally registered and returned within a period of 15 days from the date of receipt of request, subject to documents being valid and complete in all respects. As per the requirement of Regulation 40(9) of the Listing Regulations, the Company has obtained half-yearly certificates from the Practising Company Secretary for due compliance of share transfer formalities and has also filed the same with the Stock Exchanges.

G. Distribution of Share Holding as on March 31, 2021:

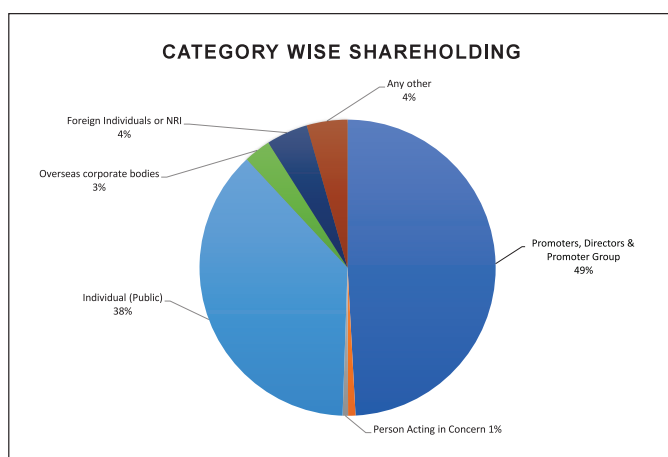
SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	to	500	17922	81.19	2362942	4.66
501	to	1000	1799	8.15	1524766	3.01
1001	to	2000	975	4.42	1513917	2.99
2001	to	3000	382	1.73	984070	1.94
3001	to	4000	184	0.83	670378	1.32
4001	to	5000	203	0.92	968460	1.91
5001	to	10000	283	1.28	2138583	4.22
10001	to	*****	327	1.48	40542412	79.96
TOTAL			22075	100.00	50705528	100.00

H. Category wise Shareholding as at March 31, 2021:

Category	No. of Shares Held	Percentage to total Number of Shares (%)
Promoters, Directors & Promoter Group*	24917074	48.39
Person Acting in Concert	408212	0.81
NBFCs Registered with RBI	300000	0.04
Foreign Institutional Investor	1028	0
Individual (Public)	19033748	38.16
Overseas corporate bodies	1490000	2.97
Foreign Individuals or NRI	2297560	4.72
Any other	2257906	4.91
Total	50705528	100.00

* The Company has allotted 40 lakhs Convertible Equity Warrants to Mr. Nitin Dhanji Shah, Chairman and Managing Director (Promoter), out of which 5 lakhs convertible equity warrants were converted into equity shares on March 01, 2021.

PIE CHART



I. Dematerialization of Shares and Liquidity:

As on March 31, 2021, 48665422 equity shares representing 95.98% of the total equity share capital of the Company were held in dematerialised form with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The break-up of equity shares held in physical and dematerialized form as of March 31, 2021 is given below.

Particulars	No. of Shares	Percentage (%)
Physical Shares	1540106	3.04
Equity Shares allotted to Promoter*	500000	0.09
Held in dematerialised form in CDSL	9623035	18.98
Held in dematerialised form in NSDL	39042387	77.00
Total	50705528	100.00

*The Company has allotted 40 lakhs Convertible Equity Warrants to Mr. Nitin Dhanji Shah, Chairman and Managing Director (Promoter), out of which 5 lakhs convertible equity warrants were converted into equity shares on March 01, 2021. The shares issued to Mr. Nitin Dhanji Shah are in dematerialized form. The trading approval for the said Equity shares was received on April 28, 2021 from BSE Limited and National Stock Exchange of India Limited

J. Outstanding Global Depository receipt (GDRs)/American Depository Receipt (ADRs)/Warrants or any Convertible Instruments, conversion date, likely impact on equity:-

There are no GDRs/ADRs/or any other instrument likely to impact the equity share capital of the Company except the outstanding 35 lakhs Convertible Equity Warrants allotted to Mr. Nitin Dhanji Shah, Chairman and Managing Director (Promoter) of the Company.

K. Plant Location: The Company is into providing IT service only hence does not have any plant.

L. E-mail Id for Investor's Grievances:

The Company has designated separate E-mail Id for the investor grievance and Redressal and to improve the quality of the services to the investor. The e-mail address for investor grievance is

M. Address for Correspondence

For any other query relating to shares:

For general correspondence:

Link Intime India Private Limited
C-101,247 Park, L B S Marg,
Vikhroli West,Mumbai-400083.
Tele: +91 22 49186270
Fax: +91 22 49186060
E-mail: nt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

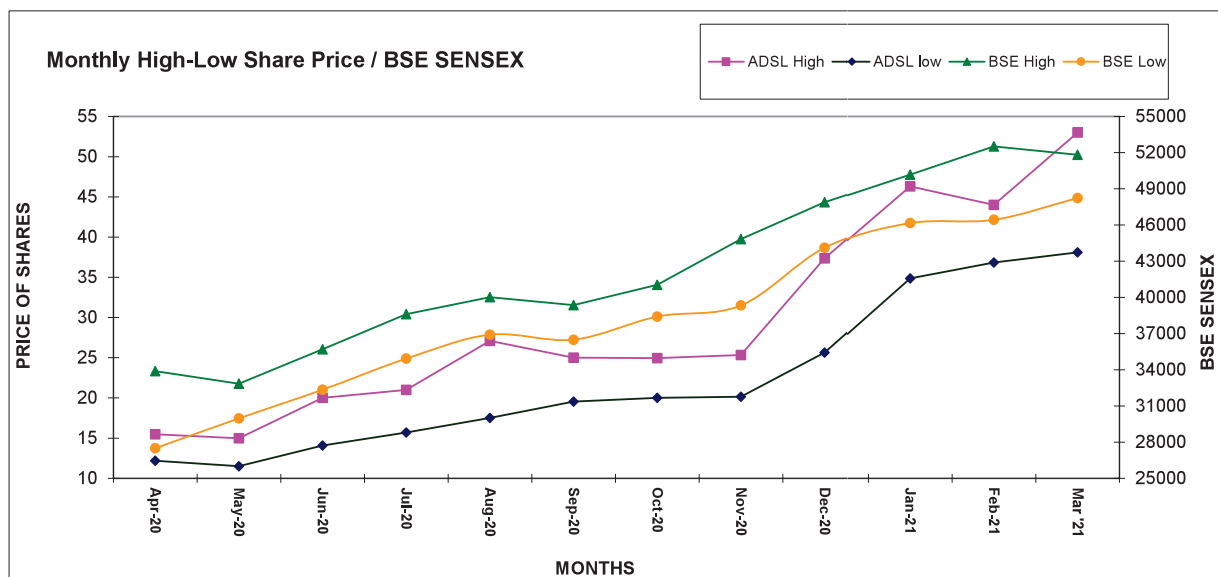
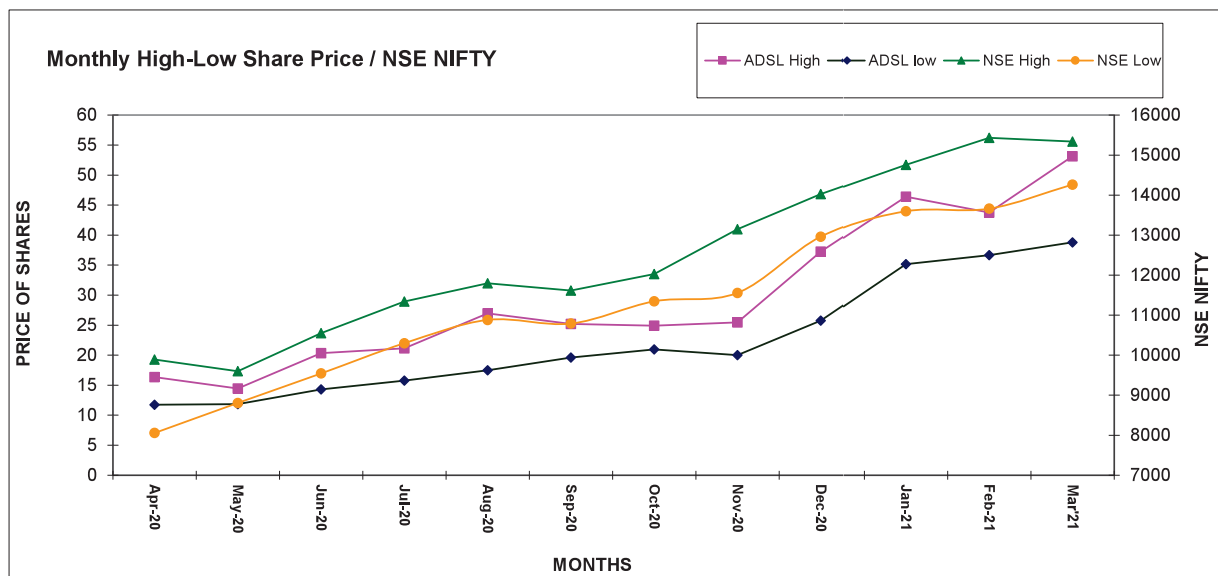
Company Secretary
Allied Digital Services Limited,
Premises No. 13A, 13th Floor, Earnest House,
NCPA Road, Block III, Nariman Point Mumbai – 400 021
Tel: +91 22 6681 6400
Fax: +91 22 2282 3030
Email: investors@allieddigital.net
Website: www.allieddigital.net

Market information:

Monthly high and low prices of the Company's Equity Shares and performance in comparison to BSE Sensex and NSE Nifty from April 01, 2020 to March 31, 2021 are noted herein below:

Month	ADSL on BSE		SENSEX		Volume	ADSL on NSE		S & P CNX Nifty		Volume
	High	Low	High	Low		High	Low	High	Low	
Apr-20	15.48	12.19	33887.25	27500.79	67792	16.35	11.75	9889.05	8055.8	4,69,529
May-20	14.98	11.51	32845.48	29968.45	75346	14.45	11.85	9598.85	8806.75	4,42,199
Jun-20	20	14.09	35706.55	32348.1	189649	20.35	14.30	10553.15	9544.35	17,43,904
Jul-20	21	15.7	38617.03	34927.2	285350	21.15	15.75	11341.4	10299.6	13,34,799
Aug-20	27.1	17.5	40010.17	36911.23	518863	26.95	17.50	11794.25	10882.25	28,42,942
Sep-20	25	19.55	39359.51	36495.98	224216	25.20	19.60	11618.1	10790.2	20,33,850

Month	ADSL on BSE		SENSEX		Volume	ADSL on NSE		S & P CNX Nifty		Volume
	High	Low	High	Low		High	Low	High	Low	
Oct-20	24.95	20	41048.05	38410.2	118070	24.90	20.95	12025.45	11347.05	29,60,643
Nov-20	25.35	20.15	44825.37	39334.92	280991	25.45	20.00	13145.85	11557.4	28,96,893
Dec-20	37.35	25.65	47896.97	44118.1	801891	37.25	25.75	14024.85	12962.8	38,42,452
Jan-21	46.3	34.85	50184.01	46160.46	1233294	46.40	35.15	14753.55	13596.75	48,87,511
Feb-21	44	36.85	52516.76	46433.65	514107	43.75	36.65	15431.75	13661.75	41,73,374
Mar-21	53	38.1	51821.84	48236.35	651709	53.15	38.80	15336.3	14264.4	53,76,949



3. Discretionary Requirements under Regulation 27 of Listing Regulations:

The status of compliance made by the Company with discretionary recommendations of the Regulation 27 of the Listing Regulations is provided below:

The Board: The Chairman is an Executive Director and hence, this provision is not applicable.

Shareholders' Rights: As the quarterly, half yearly and yearly financial performance along with significant events are published in the newspaper and are also posted on the Company's website, the same are not being sent to the shareholders.

Modified Opinion in Auditor's Report: The Auditors' Report on Company's Standalone and Consolidated Financial Statements for the financial year ended March 31, 2021 is unmodified.

Reporting of Internal Auditor: The Internal Auditor reports directly to the Audit Committee and are invited to be present as Invitees at the Audit Committee Meetings held every quarter.

4. Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:

The Company has complied with all the requirements in this regard, to the extent applicable.

5. CEO and CFO Certification:

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company has given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations. The CEO and CFO has also given quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the CEO and CFO forms part of this report and marked as "Annexure II".

6. Certificate on Corporate Governance:

Certificate from the M/s. Rathi & Associates, Practicing Company Secretaries, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, forms part of this report and is marked as "Annexure III".

Annexure I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V – Part C – Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Allied Digital Services Limited
Premises No.13A, 13th Floor,
Earnest House, NCPA Road,
Block III, Nariman Point,
Mumbai: 400 021.

Sub: Certificate pursuant to Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Allied Digital Services Limited (CIN: L72200MH1995PLC085488) (hereinafter referred to as 'the Company') is a Public Limited Company incorporated under the provisions of the erstwhile Companies Act, 1956 and whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited, has approached us to issue certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority and based on the individual confirmations received from the Board of Directors of the Company who are in their respective office as on March 31, 2021 viz.

Sr. No.	Name of the Director	DIN
1.	Mr. Nitin Dhanji Shah	00189903
2.	Mr. Prakash Dhanjibhai Shah	00189842
3.	Mr. Nehal Nitin Shah	02766841
4.	Ms. Shubhada Keshav Jahagirdar	00895950
5.	Mr. Shrikant Navnitlal Parikh	01735830
6.	Mr. Milind Madhav Kamat	01772084

and we certify that:

"None of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority."

This certificate is issued by us only for the purpose of disclosure to be furnished in the Corporate Governance Report of the Company for the financial year ended March 31, 2021, pursuant to Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and should not be used for any other purpose.

For **RATHI AND ASSOCIATES**
COMPANY SECRETARIES

NEHA RAJAT LAHOTI
PARTNER
M. NO. FCS 8568
COP No. 10286
UDIN: F008568C000709444

Place: Mumbai
Date: July 30, 2021

Annexure II**CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)**

(Pursuant to Part B Schedule II read with Regulation 17 (8) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Board of Directors
Allied Digital Services Limited

We, Paresh Shah, CEO and Gopal Tiwari, CFO, of Allied Digital Services Limited, to the best of our knowledge and belief, hereby certify that:

- I. We have reviewed Financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief :
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- II. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- III. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- IV. We have indicated to the Auditors and audit committee-
 - significant changes, if any in internal control over financial reporting during the year;
 - significant changes, if any in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - No instances of significant fraud were observed during the year under review.

For Allied Digital Services Limited

Place: Mumbai
Date: July 30, 2021

Paresh Shah
Chief Executive Officer

Gopal Tiwari
Chief Financial Officer

Annexure III**CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

(Pursuant to Schedule V read with Regulation 34 (3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Allied Digital Services Limited

We have conducted online verification & examination of records as facilitated by the Company, due to Covid 19 and subsequent lockdown situation, for the purpose of issuing this certification in compliance of conditions of Corporate Governance by Allied Digital Services Limited ('the Company'), for the year ended March 31, 2021, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') ['SEBI (LODR) Regulations 2015'].

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of review and the information and explanation given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examinations have been limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Mumbai
Date: July 30, 2021

For **RATHI AND ASSOCIATES**
COMPANY SECRETARIES

NEHA RAJAT LAHOTI
PARTNER
M. NO. FCS 8568
COP No. 10286
UDIN: F008568C000709444

**DECLARATION BY THE CHIEF EXECUTIVE OFFICER UNDER REGULATION 34(3)
READ WITH PART D OF SCHEDULE V THESEBI LISTING REGULATIONS**

To,
The Members
Allied Digital Services Limited

In accordance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Directors and the designated employees in the Senior Management of the Company have affirmed compliance with their respective Codes of conduct for the financial year ended March 31, 2021.

Place: Mumbai
Date: July 30, 2021

For **Allied Digital Services Limited**

Paresh Shah
Chief Executive Officer

Independent Auditor's Report

To The Members of **ALLIED DIGITAL SERVICES LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Allied Digital Services Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of matter

We draw attention to Note no. 2 to the accompanying notes to Standalone Financial Statement with regard to management's evaluation of uncertainty due to the outbreak of COVID-19 and its impact on future operations of the Company. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

SR NO	KEY AUDIT MATTERS	AUDITOR'S RESPONSE
1	<p>Revenue recognition</p> <p>Fixed price contracts</p> <p>The Company engages in Fixed price contracts, including contracts with multiple performance obligations. Revenue recognition in such contracts involves judgments relating to identification of distinct performance obligations, determination of transaction price for such performance obligations and the appropriateness of the basis used to measure revenue recognised over a period.</p>	<p>Principal Audit Procedures</p> <p>Our audit procedures included Obtained an understanding of the systems, processes and controls for evaluation of fixed price contracts to identify distinct performance obligations and recognition of revenue. Evaluated the design and operating effectiveness of internal controls including IT controls relating to recording of the contract value, determining the transaction price, allocation of consideration to different performance obligations, measurement of efforts incurred and process around estimation of efforts required to complete the performance obligations and the most appropriate method to recognise revenue.</p>

SR NO	KEY AUDIT MATTERS	AUDITOR'S RESPONSE
	<p>In case of Fixed price contracts where performance obligations are satisfied over a period of time, revenue is recognised using the percentage of completion method based on management's estimate of contract efforts. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. These contracts may also involve recognizing onerous obligations that require critical estimates to be made by the management. In case of Fixed price maintenance contracts, revenue is recognised either on a straight line basis or using the percentage of completion method or at an amount equal to sums billed to customer, depending on the most appropriate method that depicts the value of service delivered to the customer.</p>	<ul style="list-style-type: none"> On selected sample of contracts, we tested that the revenue recognised is in accordance with the revenue recognition accounting standard. We - evaluated the identification of performance obligations; - considered the terms of the contracts to determine the transaction price, - determined if the Company's evaluation of the method used for recognition of revenue is appropriate; - tested the Company's calculation of efforts incurred, estimation of contract efforts including estimation of onerous obligation, through a retrospective review of efforts incurred with estimated efforts; - assessed appropriateness of contract assets/unbilled revenue on balance sheet date by evaluating underlying documentation. Tested aged contract assets to assess possible delays in achieving milestones, which may require a change in estimated efforts to complete the remaining performance obligations. • Evaluated management assessment of the impact on revenue recognition and consequential impact on the expected credit loss allowance and other areas of judgement, including for possible effects, if any from the COVID-19 pandemic. Performed analytical procedures over revenue and receivables.
2	<p>Evaluation of tax positions and litigations</p> <p>The Company is required to estimate its income tax liabilities in accordance with the tax laws applicable in India. Further, there are matters of interpretation in terms of application of tax laws and related rules to determine current tax provision and deferred taxes. The Company has material tax positions and litigations on a range of tax matters. This requires management to make significant judgments to determine the possible outcome of uncertain tax positions and litigations and their consequent impact on related accounting and disclosures in the standalone financial statements.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> Testing the design, implementation and operating effectiveness of the Company's key controls over identifying uncertain tax positions and matters involving litigations/disputes. • Obtaining details of tax positions and tax litigations for the year and as at 31 March 2021 and holding discussions with designated management personnel. Assessing and analysing select key correspondences with tax authorities and inspecting external legal opinions obtained by management for key uncertain tax positions and tax litigations. Evaluating underlying evidence and documentation to determine whether the information provides a basis for amounts provided in the books of account. Involving our internal tax specialists and evaluating management's underlying key assumptions in estimating the tax provisions and estimate of the possible outcome of significant tax litigations; and In respect of tax positions and litigations, assessing the computation of provisions and consequent impact on related accounting and disclosures in the standalone financial statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial
 - g) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial [Refer Note No 30(3)]
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For SHAH & TAPARIA

Chartered Accountants
(Firm Regn No 109463W)

RAMESH PIPALAWA

Partner
M. No. 103840
UDIN: 21103840AAAAMA5986

Place: Mumbai
Date: 31st May, 2021

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Allied Digital Services Limited of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds/registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii. According to the information and explanations given to us, the inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to four bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :
 - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (b) The terms of arrangements do not stipulate any repayment schedule hence we are unable to make any specific comment on the regularity of the repayment of principal and payment of interest.
 - (c) In the absence of any repayment schedule we are unable to comment on the amount of overdue amount outstanding at the year end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The company has not accepted any deposits from the public during the FY 2020-21. However, in respect of existing deposits the outstanding amount towards the principal and interest in respect of some unclaimed deposits are as under:

Principal Amount due as on 31.03.2021	Interest Due upto 31.03.2021	Total Dues as at 31.03.2021
₹ 5.91 Lakhs	₹ 1.05 Lakhs	₹ 6.96 Lakhs

- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, , Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
 - (c) Details of dues of Income Tax, GST, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2021 on account of dispute are given below:

Name of the Statute	Nature of Dues	Amount (In lakhs)	Period to which the amount relates	Forum where dispute is Pending
Income Tax Act, 1961	Penalty u/s 271(1)(c)	₹ 32.82 Lakhs	AY 2006-07	Commissioner of Income Tax Appeals, Mumbai
Income Tax Act, 1961	Penalty u/s 271(1)(c)	₹ 18.22 Lakhs	AY 2010-11	Commissioner of Income Tax Appeals, Mumbai

- viii. To the best of our knowledge and according to the information and explanations given to us, the Company has not defaulted in repayment of any loans or borrowings from financial institutions, banks and government or has not issued any debentures.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company did not raise any money by way of initial public offer or further public offer including debt instruments. The term loans outstanding at the beginning of the current year and those raised during the current year have been applied for the purposes for which those were raised.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. To the best of our knowledge and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SHAH & TAPARIA

Chartered Accountants
(Firm Regn No 109463W)

RAMESH PIPALAWA

Partner
M. No. 103840
UDIN: 21103840AAAAMA5986

Place: Mumbai
Date: 31st May, 2021

Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Allied Digital Services Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Allied Digital Services Limited (“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SHAH & TAPARIA

Chartered Accountants
(Firm Regn No 109463W)

RAMESH PIPALAWA

Partner
M. No. 103840
UDIN: 21103840AAAAMA5986

Place: Mumbai
Date: 31st May, 2021

BALANCE SHEET AS AT 31ST MARCH, 2021

(₹ in Lakhs)

Particulars	Note No.	As at 31st March 2021 Audited	As at 31st March 2020 Audited
ASSETS			
Non-Current assets			
Property, Plant and Equipment	2	4,400	4,512
Investment Property	4	8,023	8,113
Intangible Assets	5	3,366	4,046
Right of Use Asset	3	66	167
Financial Assets			
Investments	6	15,556	15,540
Loans	7(i)	252	251
Other Financial Assets	8(i)	273	276
Other Non-Current Assets	9(i)	1,554	1,120
Asset classified as held for sale	10	59	59
Total Non-Current Assets		33,549	34,085
Current assets			
Inventories	11	3,474	3,483
Financial Assets			
Trade Receivables	12	13,694	16,560
Cash and Cash Equivalents	13(i)	222	8
Other Bank balances	13(ii)	1,153	610
Loans	7(ii)	144	138
Other Financial Assets	8(ii)	5,265	3,871
Other Current Assets	9(ii)	2,752	1,515
Total Current Assets		26,705	26,185
Total Assets		60,254	60,270
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	2,535	2,510
Other Equity	15	45,303	44,618
Total Equity		47,838	47,128
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	16(i)	468	553
Other Financial Liabilities	17(i)	77	179
Deferred Tax Liabilities (Net)	19	2,683	2,694
Total Non-Current Liabilities		3,228	3,426
Current Liabilities			
Financial Liabilities			
Borrowings	16(ii)	4,786	4,622
Trade Payables Due to:	20		
- Micro and Small enterprises		-	-
- Other than Micro and Small enterprises		3,385	4,100
Other Financial Liabilities	17(ii)	176	206
Provisions	18	840	787
Total Current Liabilities		9,188	9,716
Total Equity and Liabilities		60,254	60,270

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For Shah & Taparia

Chartered Accountants

FRN : 109463W

Ramesh Pipalawa

M. No. 103840

Place: Mumbai

Date: May 31, 2021

For Allied Digital Services Limited

Nitin Shah

Chairman & Managing Director

Gopal Tiwari

Chief Financial Officer

Prakash Shah

Whole Time Director

Neha Bagla

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

(₹ in Lakhs)

Particulars	Note	Year Ended 31st March, 2021	Year Ended 31st March, 2020
Revenue			
Revenue from operations	21	9,619	9,379
Other income	22	406	599
Total Revenue		10,024	9,978
Expenses			
Purchases & other direct expenses	23	2,412	2,307
Changes in inventories of finished goods and stock-in-trade	24	10	(100)
Employee benefits expense	25	3,546	3,120
Finance costs	26	347	619
Depreciation and amortisation expense		1,267	1,370
Other expenses	27	1,659	1,832
Total Expenses		9,240	9,147
Profit/(Loss) from ordinary activities after finance costs but before exceptional items		784	831
Exceptional items		-	-
Profit/(Loss) from ordinary activities before tax		784	831
Tax expense			
Tax expense for current year		131	149
MAT credit		(114)	(149)
Deferred tax		(11)	41
Net Profit/(Loss) from ordinary activities after tax		777	789
Other Comprehensive Income (after tax)			
Items that will not be reclassified to P&L			
Actuarial Gain/(Loss) on Gratuity	28	(76)	(25)
Items that will be reclassified subsequently to P&L		-	-
Total Comprehensive Income (after tax)		702	765
Paid-up equity share capital (Face Value of ₹ 5/- each)		2,535	2,510
Reserves Excluding Revaluation Reserves as per balance sheet of previous accounting year		45,303	44,618
Earning per Share (Face Value of ₹ 5/- each)	29		
Basic		1.55	1.57
Diluted		1.45	1.57

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For Shah & Taparia

Chartered Accountants

FRN : 109463W

Ramesh Pipalawa

M. No. 103840

Place: Mumbai

Date: May 31, 2021

For Allied Digital Services Limited
Nitin Shah

Chairman & Managing Director

Gopal Tiwari

Chief Financial Officer

Prakash Shah

Whole Time Director

Neha Bagla

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2021

(₹ In lakhs)

Sr. No.	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
I	CASH INFLOW FROM OPERATING ACTIVITIES		
	(a) Profit/Loss as per Profit & Loss Account after Tax	777	788
	Adjustments:		
	Adjustments for Prior period taxes & IND AS effect	12	(13)
	Adjustment for Prior period taxes	-	58
	Actuarial loss on valuation of gratuity	(76)	(25)
	Depreciation and amortization	1,267	1,370
	Unrealised Foreign Exchange Gain	-	(247)
	Income from Investing Activities	(107)	(140)
	Deferred Tax	(11)	41
	Finance Cost	347	619
	Changes in Assets and Liabilities		
	Inventories	10	(101)
	Trade receivables	2,866	(2,314)
	Loans and advances	(7)	(101)
	Other Financial Assets	(1,391)	981
	Other assets	(1,672)	(228)
	Trade payables	(715)	1,152
	Liabilities & Provisions	(132)	131
	Other Current Liability	52	(1,255)
	Net Cash generated by Operating Activities	1,221	718
II	CASH INFLOW FROM INVESTING ACTIVITIES		
	Acquisition of Fixed Assets/Intangible Assets	(362)	(219)
	Derecognition of ROU Assets (Ind As 116)	80	
	Interest received	107	140
	Receipts from Loan given	-	255
	Net Cash generated by Investing Activities	(176)	176
III	CASH INFLOW FROM FINANCING ACTIVITIES		
	From borrowings	1,857	660
	Repayment of loan taken	(1,777)	(1,759)
	Proceeds from Share Warrants Issue	259	-
	Dividend Paid	(251)	-
	Lease payment	(27)	(46)
	Finance Cost	(347)	(600)
	Net Cash generated by Financing Activities	(287)	(1,745)
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	758	(852)
	Add: Cash and cash equivalents at the beginning of the period (B)	618	1,470
	Cash and cash equivalents at the end of the period (A+B)	1,376	618
	Supplementary Information		
	Restricted Cash Balance & Cash Equivalent (Refer note below)	1,153	610

Annexure I	For the year ended March 31, 2021	For the year ended March 31, 2020
Cash on hand and balances with banks	223	7
Term deposits pledged against the guarantees issued by Bank & overdraft facilities	1,153	610
Cash and cash equivalents as previously reported	618	1,470
Cash and cash equivalents as restated	1,376	618

As per our report of even date

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For Shah & Taparia

Chartered Accountants

FRN : 109463W

For Allied Digital Services Limited

Ramesh Pipalawa

M. No. 103840

Nitin Shah

Chairman & Managing Director

Prakash Shah

Whole Time Director

Place: Mumbai

Date: May 31, 2021

Gopal Tiwari

Chief Financial Officer

Neha Bagla

Company Secretary

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1) Corporate information

Allied Digital Services Limited (referred to as “ADSL” or the “Company”) is renowned as a leading Global IT Transformation Architect, having its operations in pan India, USA, Australia, Europe and Middle East Asia with an impeccable track record for designing, developing, deploying digital solutions and delivering end-to-end IT infrastructure services. It provides wide range of information technology and consultancy services including Infrastructure Services, End user IT Support, IT asset life cycle, enterprise applications and integrated solutions.

The Company is a public limited company incorporated and domiciled in India and has its registered office in Mumbai, India. The Company has its primary listings on the BSE Limited and National Stock Exchange Limited in India. The company has presence in pan India and it has Subsidiary companies in India, USA, UK, Singapore, Australia, Ireland and Finland.

2) Significant Accounting Policies

Basis of preparation and presentation

a) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable.

b) Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

1. Derivative financial instruments;
2. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);
3. Share based payment transactions and
4. Defined benefit and other long-term employee benefits

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are presented in INR, the functional currency of the Company. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

c) Use of estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosures of contingent assets and liabilities at the date of the financial statements. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed under “Summary of significant accounting policies”. Accounting estimates could change from period to period. Actual results may differ from these estimates.

Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company’s financial statements may differ from that estimated as at the date of approval of these financial statements.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

Summary of significant accounting policies

- (i) Functional and presentation currency Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which these entities operate (i.e. the “functional currency”). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.
- (ii) Foreign currency transactions and balances are translated into the functional currency of the company, using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies, are recognized in the statement of profit and loss and reported within foreign exchange gains/ (losses). Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.
- (iii) Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.
- (iv) Investment in subsidiaries: Investment in subsidiaries is measured at cost.
- (v) **Current v/s Non-current classification**

The company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset/liability is current when it is:

- Expected to be realised/settled or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised/settled within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(vi) Financial instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place are recognised on trade date. While, loans and borrowings and payables are recognised net of directly attributable transaction costs. For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non-derivative financial assets comprising amortised cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non-derivative financial liabilities at amortised cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTPL. The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

Debt instruments at FVTOCI

A debt instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- (a) the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets and
- (b) the asset’s contractual cash flow represent Solely Payments of Principal and Interest(SPPI)

Debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs. Fair value movements are recognised in other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain/(loss) in statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the effective interest rate (EIR) model.

Equity instruments at FVTOCI

All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. If the Company decides to classify an equity instrument as at FVTOCI,

then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to statement of profit and loss.

Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL.

In addition the Company may elect to designate the financial asset, which otherwise meets amortised cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency. The Company has not designated any financial asset as FVTPL.

Financial assets included within the FVTPL category are measured at fair values with all changes in the statement of profit and loss.

a) Non-derivative financial liabilities

- (i) Financial liabilities at amortised cost: Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.
- (ii) Financial liabilities at FVTPL: Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the statement of profit and loss.

b) Derivative financial instruments: Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit and loss.

(vii) Property, plant and equipment

a) **Recognition and measurement:** Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

b) **Depreciation:** The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are ready for intended use. Assets acquired under finance lease if any and leasehold improvements are amortized over the lower of estimated useful life and lease term. The estimated useful lives for the current and comparative period of significant items of property, plant and equipment are as follows

Type of Asset	Method	Estimated useful life
Leasehold Land	Straight line	99 Years
Freehold & Leasehold Buildings	Straight line	60 Years
Furniture and Fixtures	Straight line	10 Years
Computers and IT Equipment's	Straight line	3 Years
Servers	Straight line	6 Years
Motor Vehicles	Straight line	8 Years
Office Equipment's	Straight line	5 years
Civil and Plumbing Work	Straight line	60 Years

Depreciation methods, useful lives and residual values are reviewed at each reporting date. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress (if any).

c) **Impairment:** Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment

loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years

(viii) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. The estimated useful lives of intangibles are as follows:

Type of Asset	Method	Estimated useful life
Intellectual Property	Straight line	10 Years

(ix) Impairment

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

(x) Inventories

Inventory comprising traded hardware and software are valued at lower of cost and net realisable value. Costs comprise cost of purchase and directly attributable costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(xi) Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

(xii) Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

(xiii) Employee benefits

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee.

The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

Gratuity:-

The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an

amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments are recognized in net profit in the Statement of Profit and Loss.

Provident Fund:-

Eligible employees of the company receive benefits from employee's provident fund Organisation, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The remaining portion is contributed to the government-administered pension fund.

Share based payments

Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognized in the statement of profit and loss with a corresponding increase to the share based payment reserve, a component of equity. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest. The fair value of the amount payable to the employees in respect of phantom stocks, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the phantom stock options plan. Any changes in the liability are recognized in statement of profit and loss.

(xiv) Revenue

The Company derives revenue primarily from IT Infrastructure Services, Enterprise Application & Integrated Solutions and related services. The Company recognizes revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured.

Revenue on time-and-material contracts is recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement. Revenues in excess of invoicing are classified as contract assets (which we refer to as unbilled revenue)

In arrangements for IT and ITeS related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from Contracts with Customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering IT and ITeS related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the Company is unable to determine the standalone selling price, the Company uses the expected cost plus margin approach in estimating the standalone selling price. For IT and ITeS and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. Revenue from licenses where the customer obtains a "right to use" the licenses is available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. The Company has applied the principles under Ind AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service, the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed.

Deferred contract costs are incremental costs of obtaining a contract which are recognized as assets and amortized over the term of the contract.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

Revenues for the years ended March 31, 2021 and March 31, 2020 are as follows :

(₹ in Lakhs)

Particulars	Year ended	
	31st March 2021	31st March 2020
Revenue from services	9,138	7,805
Revenue from products	472	1,559
Other Operating Income	9	15
Total	9,619	9,379

Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers for the year ended March 31, 2021 by offerings and contract-type. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

(₹ in Lakhs)

Revenue by Offerings	Year ended 31st March 2021	Year ended 31st March 2020
Infrastructure Management Services	2,886	2,825
End User Services	6,733	6,564
Total	9,619	9,379

Infrastructure Management services

Infrastructure Management services comprise service and solution offerings of the Company that enable our clients to transform their businesses. We have added many medium enterprises government businesses for Network Operations Centre (NOC) and Security Operations Centre (SOC) services along with traditional Managed Services business.

End user services

Core services comprise traditional offerings of the Company that have scaled and industrialized over a number of years. These primarily include application management services, proprietary application development services, independent validation solutions, product engineering and management, facility management services, traditional enterprise application implementation, support and integration services and Annual Maintenance Contracts.

Trade receivables and contract balances

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue for fixed-price maintenance contracts is recognized on a straight-line basis over the period of the contract. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Revenue recognition for fixed-price development contracts is based on percentage-of-completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed-price development contracts is classified as non-financial asset as the

contractual right to consideration is dependent on completion of contractual milestones.

Trade receivable and unbilled revenues are presented net of impairment in the Balance Sheet.

During the year ended March 31, 2021, the Company recognized revenue of ₹ 1464 Lakh from Opening unearned revenue as of April 1, 2020.

Performance Obligations and Remaining Performance Obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time-and-material basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialized and adjustments for currency.

(xv) Income taxes

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

a) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company off sets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously

b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary difference arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction. Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary difference, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary difference. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

c) Minimum Alternate Tax

Minimum Alternate Tax is in the nature of unused tax credit which can be carried forward and utilised when the company will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognized to the extent that is probable that the unused tax credit can be utilised in the specified future period.

(xvi) Borrowing Costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

(xvii) Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

(xviii) Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

(xix) Leases

i) The Company as a Lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

The lease rentals charged during the period are as follows

₹ In Lakhs

Particulars	Year ended March 31,	
	2021	2020
Lease rentals recognized during the period	35	55

ii) The Company as a Lessee:

The Company, as a lessee, recognises a right of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

(xx) Fair value hierarchy

Level wise disclosure of financial instruments

₹ in Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020	Level	Valuation techniques and key inputs
Non-current investments in equity shares measured at FVTOCI	NA	NA	1	Quoted bid prices in an active market
Non-current investments in unquoted preference shares measured at FVTPL	188	174	3	Discounted cash flow - Future cash flows are based on terms of Preference Shares discounted at a rate that reflects market risks
Long term borrowings (including current maturities)				

Particulars	As at March 31, 2021	As at March 31, 2020	Level	Valuation techniques and key inputs
Carrying value	NA	NA	2	Discounted cash flow – observable future cash flows are based on terms discounted at a rate that reflects market risks
Fair value	NA	NA	2	
Foreign currency options – Assets	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
Foreign currency options – Liability	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
Foreign currency forward contracts – Liability	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
Commodity forward contracts – Assets	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
Interest rate swaps – Assets	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
Interest rate swaps - Liability	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)

The carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents and other bank balances are considered to be the same as their fair values, due to their short term nature.

Sensitivity Analysis of Level III

Particulars	Valuation technique	Significant unobservable inputs	Change	Sensitivity of the input to fair value
Investments in unquoted Preference shares	DCF method	Discounting Rate	0.50%	0.50% Increase (decrease) in the discount would decrease (increase) the fair value by ₹ 10 Lakh (₹ 10 Lakh)

Reconciliation of Level III fair value measurement:

₹ in Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance	174	160
Additional investment	-	-
Reclassification of allowance for loss	-	-
Allowance for loss	-	-
Gain recognised in the statement of profit and loss	14	14
Closing balance	188	174

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2021 are as follows :

NOTE -2: PROPERTY PLANT & EQUIPMENT

(₹ in Lakhs)

Particulars	Gross Block			Deprecation and Amortisation			Net Block	
	As at 31-03-2020	Additions the year	Disposals	As at 31-03-2021	Charge for the year	Disposals 31-03-2021	Upto 31-03-2021	As at 31-03-2020
Premises Leasehold	2,734	-	-	2,734	34	-	396	2,338
Civil and Plumbing Work	1,823	12	-	1,835	30	-	296	1,539
Furniture and Fixtures	3,271	34	-	3,305	167	-	3,013	292
Office Equipments	19	-	-	19	0	-	16	3
Motor Vehicles	256	87	-	343	16	-	152	191
Computers and IT Equipments	3,734	1	-	3,735	2	-	3,698	37
Computers (Given on lease)	156	-	-	156	-	-	156	-
Total	11,993	134	-	12,127	250	-	7,727	4,400
								4,512

NOTE - 3 : RIGHT OF USE ASSETS

Particulars	Gross Block			Deprecation and Amortisation			Net Block	
	As at 31-03-2020	Add during the year	Deletions	As at 31-03-2021	Charge for the year	Deletions 31-03-2021	Upto 31-03-2021	As at 31-03-2020
Immovable Property	203	-	(123)	80	20	(44)	13	66
Total	203	-	(123)	80	20	(44)	13	66
								167

NOTE - 4 : INVESTMENT PROPERTY

Particulars	Gross Block			Deprecation and Amortisation			Net Block	
	As at 31-03-2020	Additions the year	Disposals	As at 31-03-2021	Charge for the year	Disposals 31-03-2021	Upto 31-03-2021	As at 31-03-2020
Leasehold Land	2,278	-	-	2,278	22	-	266	2,012
Premises Leasehold	6,873	-	-	6,873	68	-	862	6,011
Total	9,151	-	-	9,151	90	-	1,128	8,023
								8,113

There is no impairment in respect of the above investment properties.

NOTE - 5 : INTANGIBLE ASSETS

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2020	Additions	Disposals	As at 31-03-2021	Charge for the year	Disposals Upto 31-03- 2021	As at 31-03-2021	As at 31-03-2020
Computer Software Licenses	76	-	-	76	0	-	76	1
Intellectual Property Rights	9,131	229	-	9,360	906	-	5,995	4,046
Total	9,207	229	-	9,436	906	-	6,070	4,047
Grand Total	30,555	362	(123)	30,794	1,267	(44)	14,939	16,839

Wherever the amount is '0', it denotes value less than ₹ 50,000/- as all value is rounded off to the nearest ₹ 1,00,000/-.

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2020 are as follows :

NOTE - 2 : PROPERTY PLANT & EQUIPMENT

(₹ in Lakhs)

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2019	Additions the year 2019-2020	"Asset classi- fied as held for sale"	As at 31-03-2020	Upto 31-03-2019	Charge for "Asset classi- fied as held for sale"	Upto 31-03-2020	As at 31-03-2019
Premises Leasehold	2,734	-	-	2,734	327	34	361	2,407
Civil and Plumbing Work	1,818	5	-	1,823	244	30	275	1,579
Furniture and Fixtures	3,173	98	-	3,271	2,585	262	2,846	588
Office Equipments	920	-	(901)	19	907	4	(895)	16
Motor Vehicles	140	117	-	256	132	4	136	120
Computers and IT Equipments	9,617	6	(5,889)	3,734	9,529	3	(5,836)	43
Computers (Given on lease)	156	-	-	156	-	-	156	-
Total	18,558	225	(6,790)	11,993	13,881	337	(6,731)	4,512
								4,687

NOTE - 3 : RIGHT OF USE ASSETS

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2019	Add during the year 2019-2020	"Asset classi- fied as held for sale"	As at 31-03-2020	Upto 31-03-2019	For the year "Asset classi- fied as held for sale"	Upto 31-03-2020	As at 31-03-2019
Immovable Property	-	203	-	203	-	36	36	167
Total	-	203	-	203	-	36	36	167

NOTE - 4 : INVESTMENT PROPERTY

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2019	Additions	" Asset clas- sified as held for sale "	As at 31-03-2020	Upto 31-03-2019	Charge for " the year Asset clas- sified as held for sale "	Upto 31-03-2020	As at 31-03-2019
Leasehold Land	2,278	-	-	2,278	221	22	244	2,057
Premises Leasehold	6,873	-	-	6,873	727	68	795	6,146
Total	9,151	-	-	9,151	948	90	1,038	8,203

NOTE - 5 : INTANGIBLE ASSETS

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2019	Additions	" Asset clas- sified as held for sale "	As at 31-03-2020	Upto 31-03-2019	Charge for " the year Asset clas- sified as held for sale "	Upto 31-03-2020	As at 31-03-2019
Computer Software Licenses	76	-	-	76	76	0	76	1
Intellectual Property Rights	9,131	-	-	9,131	4,180	907	5,088	4,953
Total	9,207	-	-	9,207	4,257	907	5,164	4,954
Grand Total	36,917	429	(6,790)	30,555	19,086	1,370	(6,731)	17,843

Wherever the amount is '0', it denotes value less than ₹ 50,000/- as all value is rounded off to the nearest ₹ 1,00,000/-.

Notes forming part of Financial Statements for the year ended on 31st March, 2021

Note 6: Investments

i) Non Current Investments

(₹ in Lakhs)

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
A	Investments measured at Cost		
	Unquoted, fully paid up		
(a)	Investment in Equity instruments of Subsidiaries		
(i)	Allied Digital Services LLC (USA) 306017 (Previous year: 306017) equity shares of USD 10 each, fully paid up	7,531	7,531
(ii)	Allied Digital Inc (USA) 10,000 (Previous year: 10,000) equity shares of USD 0.0001/- each fully paid up	7,075	7,075
(iii)	Allied Digital Singapore Pte Limited 100 (Previous year: 100) equity shares of SGD 1 each, fully paid up	6	6
(iv)	Allied Digital Asia Pacific Pty Limited (Australia) 100 (Previous year: 100) equity shares of AUD 1 each, fully paid up	128	128
(v)	Allied E-Cop Surveillance India Pvt. Ltd 86010 (Previous year: 86010) equity shares of ₹ 10/- each fully paid up	1	1
(vi)	Allied Digital Services (UK) Ltd. 900 (Previous year: 900) equity shares of GBP 1 each fully paid up	1	1
(vii)	Enpointe Technologies (India) Private Limited 999 (Previous Year : 999) equity shares of ₹ 100 Each fully paid up	1	1
(viii)	Allied Digital Services OY 2500 (Previous year: 0) equity shares of EURO 1 each, fully paid up	2	2
(ix)	Allied Digital Services (Ireland) Limited 1000 (Previous year: 0) equity shares of EURO 1 each, fully paid up	1	-
	Sub-total	14,746	14,745
(b)	Investment in Equity instruments of Associates:		
(i)	Soft Shell System (I) Pvt Ltd 117,924 (Previous year: 117924) equity shares of ₹ 10/- each fully paid up at a premium of ₹ 498.81 per equity shares	600	600
(ii)	Allied CNT Solutions Pvt. Ltd. 142,000 (Previous Year: 142,000) equity shares of ₹ 10/- each	22	22
	Sub-total	622	622
(c)	Investment in Other Equity instruments:		
(i)	Uthopia Green Trans Pvt Ltd 200 (Previous Year: 200) equity shares of ₹ 10/- each	0	0
	Sub-total	0	0
B	Investment measured at Amortised Cost		
	Unquoted, fully paid up		
(i)	450,000(Previous Year : 450,000) Preference Shares @ ₹ 100/- of Devyog Builders Pvt Ltd	188	174
	Sub-total	188	174
	Total	15,556	15,540
	Aggregate amount of Quoted Investments	-	-
	Aggregate amount of Unquoted Investments	15,556	15,540
6.1	Category-wise Investment-Non Current		
	Financial Assets measured at Cost	15,368	15,366
	Financial Assets measured at Amortised Cost	188	174
	Total Non Current Investments	15,556	15,540

6.2 The list of subsidiaries, joint ventures and associates along with proportion of ownership interest held and country of incorporation are disclosed in Note and Note of Consolidated Financial Statement.

Note : There is no impairment in value of investment
Wherever the amount is '0', it denotes value less than ₹ 50,000/- as all value is rounded off to the nearest ₹ 1 Lakh.

Note 7 : Loans

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(i)	Non-Current (Unsecured, considered good)		
	Loans and advances to related parties	252	251
	Sub-total	252	251
(ii)	Current (Unsecured, considered good)		
	Loans and advances (others)	144	138
	Sub-total	144	138
	Total	396	389

Note 8: Other Financial Assets

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(i)	Non-Current		
	Unsecured, considered good		
	Others	273	276
	Sub-total	273	276
(ii)	Current		
	Unsecured, considered good		
(a)	Rental Security Deposits	4	13
(b)	Unbilled revenue	3,683	3,144
(c)	Accrued Income	958	100
(d)	Interest Accrued	53	39
(e)	Others	566	575
	Sub-total	5,265	3,871
	Total	5,538	4,147

Note 9: Other Assets

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(i)	Non-Current		
	Receivables from Government Authorities	1,554	1,120
	Sub-total	1,554	1,120
(ii)	Current		
(a)	MAT Credit Entitlement	1,573	1,460
(b)	Prepaid expenses	40	55
(c)	Capital Advances	1,138	-
	Sub-total	2,752	1,515
	Total	4,306	2,634

Note 10: Asset classified as held for sale

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Asset classified as held for sale	59	59
	Total	59	59

Note 11: Inventories

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Stock in Trade	3,474	3,483
	Total	3,474	3,483

Note 12: Trade Receivables

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Trade receivables outstanding for a period less than six months from the date they are due for payment		
	Unsecured, considered good	2,923	3,598
	Sub-total	2,923	3,598
	Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
	Unsecured, considered good	10,771	12,962
	Sub-total	10,771	12,962
	Total	13,694	16,560

Trade Receivable stated above include debts due from:

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Private Company in which director is a member	4,966	6,217
	Total	4,966	6,217

Note 13 (i): Cash and Cash Equivalents:

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(a)	Balances with Banks		
	In Current Account *	222	2
(b)	Cash on hand	0	6
	Total	222	8

* Includes balance in unpaid dividend account ₹ 0.88 Lakhs (PY ₹ 0.88 Lakhs)

Note 13 (ii): Other Balances with Bank:

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Balances with Banks		
	In fixed deposit accounts (pledge with bank against guarantees given by bank)	1,153	610
	Above Fixed deposit have maturity of 12 months or less		
	Total	1,153	610

Wherever the amount is '0', it denotes value less than ₹ 50,000/- as all value is rounded off to the nearest ₹ 1 Lakh

Notes forming part of Financial Statements for the year ended on 31st March, 2021

Note 14: Equity Share Capital

(a) Authorised, Issued, Subscribed & Paid - up and par value per share

(₹ in Lakhs)

Share Capital	As at 31st March 2021		As at 31st March 2020	
	Number	Amount	Number	Amount
Authorised				
Equity shares of ₹ 5 each	60,000,000	3,000	60,000,000	3,000
Issued				
Equity shares of ₹ 5 each	50,705,528	2,535	50,205,528	2,510
Subscribed & Paid up				
Equity shares of ₹ 5 each	50,705,528	2,535	50,205,528	2,510

(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

(₹ in Lakhs)

Particulars	Opening Balance	Issued During the year	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2021			
- Number of shares	50,205,528	500,000	50,705,528
- Amount (₹ in Lakhs)	2,510	25	2,535
Year ended 31 March, 2020			
- Number of shares	50,205,528	-	50,205,528
- Amount (₹ in Lakhs)	2,510	-	2,510

Mention the details of the shares issued during the year

The company had allotted 40,00,000 Nos of Convertible Equity warrants to Mr. Nitin Dhanji Shah, Chairman and Managing Director on 16th September, 2020 with an option to convert the same in equal number of equity share at a price of ₹ 18.80 per warrant, including premium of ₹ 13.80 per share on a face value of ₹ 5.00 per share within a period of 18 months from the date of allotment of warrants. Pursuant to the terms of Convertible Equity Warrants, Company allotted 5,00,000 (Nos) of equity shares to Mr. Nitin Dhanji Shah at a price of ₹ 18.80 per share (Including a premium of ₹ 13.80 per share) on 1st March, 2021. Funds received against the allotment are being utilised towards the prescribed object. Further 35,00,000 (Nos) warrants are yet to be converted into equity shares as allotted to Mr. Nitin Dhanji Shah on 16th September, 2020.

(c) Rights, Preferences and restrictions related to equity shares

The company has only one class of equity shares having par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share.

(d) Details of shares held by each shareholder holding more than 5% shares:

Name of Shareholder	As at 31st March 2021		As at 31st March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity shares with voting rights				
Nitin Dhanji Shah	15,283,031	30.14	14,783,031	29.45
Prakash Dhanji Shah	8,178,348	16.13	8,178,348	16.29

Notes forming part of Financial Statements for the year ended on 31st March, 2021

Note 15: Other Equity

(i) Reserves and Surplus

(₹ in Lakhs)

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(a) Capital Redemption Reserve			
	Opening Balance	30	30
Add	Current Year Transfer	-	-
	Closing Balance	30	30
(b) Securities Premium Account			
	Opening Balance	37,019	37,019
Add	Securities premium credited on allotment of equity shares	69	-
Less	Utilised during the year	-	-
	Closing Balance	37,088	37,019
(c) General Reserves			
	Opening Balance	2,058	1,374
Add	Current Year Transfer	-	684
	Closing Balance	2,058	2,058
(d) P&L Surplus			
	Opening balance	5,451	4,604
Add	Net Profit/(Net Loss) For the current year	777	789
Less	Dividend on Equity Share	(251)	-
Less	Adjustments for Prior period taxes	-	58
	Closing Balance	5,978	5,451
Total Reserves and Surplus		45,154	44,558

(ii) Other component of equity

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Accumulated Other Comprehensive Income		
	Opening	60	85
Less	Actuarial Gain/(Loss) during the year	(76)	(25)
	Total Other Comprehensive Income	(16)	60
Total Other Component of Equity		(16)	60

(iii) Money received against share warrants

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Opening	-	-
Add	Transactions during the year **	165	-
	Closing Balance	165	-
Total Other Equity		45,303	44,618

** The company had allotted 40,00,000 Nos of Convertible Equity warrants during the year and received the part consideration of ₹ 188.00 Lakhs towards the 25% contribution for the same. Pursuant to the terms of Convertible Equity Warrants. Company issued 5,00,000 (Nos.) of equity shares on March 01, 2021 and received the consideration of ₹ 70.50 Lakhs towards 75% contribution of allotment.

Notes forming part of Financial Statements for the year ended on 31st March, 2021

Note 16: Borrowings

₹ In Lakhs

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(i)	Non Current Borrowings		
	From Banks (Secured)		
a.	Indian Bank Secured by Equitable mortgage of the immovable property situated at Office no. 406 4th Floor, Multistoried Building, SEEPZ, Andheri-East, Mumbai	356	-
b.	HDFC Bank Ltd. Secured by Equitable mortgage of Vehicles From Others (Secured)	63	82
a.	Caparo Financial Solutions Ltd. Secured by Equitable mortgage of the immovable property situated at Office no. 406 4th Floor, Multistoried Building, SEEPZ, Andheri-East, Mumbai	-	471
b.	BMW Financial Services Secured by Equitable mortgage of Vehicles	49	-
	Sub-total	468	553
(ii)	Current Borrowings		
	Secured		
a	Loans repayable on demand	2,619	1,885
	Unsecured		
a	Loans and advances from related parties (Repayable on Demand)	2,151	2,721
b	Unsecured Loan Others	10	10
c	Fixed Deposits from public	6	6
	Sub-total	4,786	4,622
	Total	5,254	5,174

In respect of Fixed deposit from public, amount pertains to unclaimed overdue as on 31.03.2021.

Detail of secured short - term borrowing along with security and term of repayment:

Particulars	As at Mar 31, 2021	As at Mar 31, 2020
Loans repayable on demand		
From banks:		
Barclays Bank Foreign Currency Loan	1,385	1,885
Indian Bank (Working capital loan)	1,234	-
Total	2,619	1,885

(i) Details of Security Offered to Banks for Working Capital Facilities

Following securities have been offered to Barclays banks

- First charge on Office No. 13A, 13th Floor, Earnest House, NCPA Road, Nariman Point, Mumbai.
- First charge on Gala no 3,4,7, 301,302,305,306.307 & 308 Bldg. No 3, Sector III,MIDC Mahape, Navi Mumbai
- Pari pasu charge with Indian Bank on movable assets except vehicles
- Pari pasu charge with Indian Bank on current assets
- Personal Guarantee of Promoters

Following securities have been offered to Indian Bank

- First charge on property Office no. 405 4th Floor, Seepz, SEZ, M I D.C., Marol, Andheri-East, Mumbai
- First charge on property at Flat No.9, First Floor, Building no.A, Siddhart Court CHS, Pune
- Pari pasu charge with Barclays Bank on movable assets except vehicles
- Pari pasu charge with Barclays Bank on current assets
- Personal guarantee of Promoters

Note 17: Other Financial Liabilities

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(i)	Other Non-Current Financial Liabilities		
	Deferred Rent Income- Security Deposits Rent	77	179
	Sub-total	77	179
(ii)	Other Current Financial Liabilities		
(a)	Current Maturities	169	191
(b)	Security deposit for rented property	4	4
(c)	Others	3	11
	Sub-total	176	206
	Total	253	385

Note 18: Provisions

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Current Provisions		
	Provision for Expenses	840	787
	Total	840	787

Note 19: Deferred tax liabilities

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Deferred Tax Liability		
	Timing difference of depreciation between W.D.V. of Assets as per Companies Act and Income Tax Act	2,683	2,694
	Net Deferred Liability/(Asset)	2,683	2,694

Note 20: Trade Payables

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Trade payables		
i.	Trade payables to Micro and Small enterprises	-	-
ii.	Trade payables to other than Micro and Small enterprises	3,385	4,100
	Total	3,385	4,100

Notes forming part of Financial Statements for the year ended on 31st March, 2021

Note 21: Operating Income

(₹ in Lakhs)

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
(i)	Revenue from Sales of Products	472	1,559
(ii)	Revenue from Sale of Services	9,138	7,805
(iii)	Other Operating Revenue	9	15
	Total	9,619	9,379

Note 22 : Other Income

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
(i)	Interest Income (Refer Note No. 22.A)	107	140
(ii)	Office Rent	26	41
(iii)	Net gain on foreign currency transactions	161	247
(iv)	Other non-operating income (Refer Note No. 22.B)	112	172
	Total	406	599

Note 22.A : Interest Income

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
	Interest Income comprises of:		
(i)	Interest on deposits from banks	92	71
	Total	92	71

Note 22.B : Other Non-operating Income

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
	Other non-operating income comprises of:		
(i)	Sundry Balance W/back	110	152
(ii)	Miscellaneous Income	1	20
	Total	112	172

Note 23: Purchase & Other Direct Expenses

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
(i)	Purchase of Traded Goods and Services	859	1,460
(ii)	Other Direct Expenses	1,553	847
	Total	2,412	2,307

Note 24: Changes in Inventories of Stock-in-Trade

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
	Closing Stock	3,474	3,483
	Less : Opening Stock	3,483	3,383
	Net (increase)/decrease	10	(100)

Note 25 : Employee Benefits Expenses

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
(i)	Salaries and wages (Including Managerial Remuneration) (Refer Note No. 25.A)	3,378	2,993
(ii)	Contributions to Provident Fund	26	29
(iii)	Contributions to ESIC	16	22
(iv)	Contributions to Labour Welfare Fund	0	0
(v)	Contributions to Gratuity	77	60
(vi)	Staff welfare expenses	49	15
	Total	3,546	3,120

Note 25.A: Details of Managerial Remuneration:

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
	Managerial Remuneration	345	168
	Total	345	168

Note 26 : Finance Cost

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
(i)	Interest expense on Borrowings	323	459
(ii)	Other borrowing costs	24	160
	Total	347	619

Note 27 Other expenses

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
(i)	Rent including Lease Rentals	25	17
(ii)	Repairs and Maintenance	87	164
(iii)	Insurance	61	20
(iv)	Communication	78	57
(v)	Travelling and Conveyance	120	178
(vi)	Electricity Expenses	61	142
(vii)	Freight and Forwarding	2	2
(viii)	Advertisement Expenses	4	4
(ix)	Legal, Professional & Other Outsourcing Charges	657	394
(x)	Payments to Auditors (Refer Note No.27.A)	15	12
(xi)	Rates and Taxes	276	228
(xii)	Commission & Brokerage	-	9
(xiii)	Printing & Stationery Expenses	3	7
(xiv)	Business Promotion Expenses	37	32
(xv)	Office Expenses	40	58
(xvi)	Sundry Balances Written Off	47	121
(xvii)	Miscellaneous Expenses	144	390
	Total	1,659	1,832

Note 27.A: Details of Auditors' Remuneration:

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
(i)	For Statutory Audit	13	10
(ii)	For Taxation Matters	2	2
	Total	15	12

Note 28 : Component of Other Comprehensive Income

Sr. No	Particulars	For the year ending Mar 31, 2021	For the year ending Mar 31, 2020
	Items that will not be reclassified to profit or loss		
	Actuarial Loss on Gratuity	76	25
	Total	76	25

Note 29: Earning Per Share

Sr.No	Particular	2020-21	2019-20
A	Weighted average number of equity shares of ₹ 5/- each		
I	Number of shares at the beginning of the year (nos) of ₹ 5/- each (Previous Year of ₹5/- each)	50,205,528	50,205,528
II	Number of Shares at the end of the year (Nos) of ₹ 5/- each	50,705,528	50,205,528
III	Outstanding Equity Share Warrants	3,500,000	NIL
IV	Weighted average number of equity shares of ₹ 5/- each (Previous Year of ₹ 5/- each) outstanding during the year (Nos) for basic EPS	50,247,195	50,205,528
V	Weighted average number of equity shares of ₹ 5/- each for Dilutive EPS	53,747,195	50,205,528
B	Net Profit after tax available for equity shareholders (In ₹ Lakh)	777	789
C	Basic income as per share (in rupees) [B/A (IV)]	1.55	1.57
D	Diluted income per share (in rupees) [B/A(V)]	1.45	1.57

Notes to Accounts

Note 30(1) : Employee Benefits

Gratuity Plan

- (i) An amount of ₹ 75.52 lakhs has been recognized towards the Employees Gratuity Fund against the liability of ₹253.18 lakhs as per the Actuarial Valuation for Gratuity as on 31st March 2021. The Plan Assets comprise of a Gratuity Fund maintained by The Trustees of the Scheme. The particulars under IND AS 19 furnished below are those which are relevant and available to the company and which are as per the Actuarial Valuation Report:-

Sr. No.	Particulars	Valuation Date 31st March, 2021	Valuation Date 31st March, 2020
I	Assumptions as at		
	Mortality	IALM (2012-14) Ult.	IALM(2006-08)Ult.
	Discount Rate	6.79%	6.80%
	Rate of increase in compensation	5.00%	5.00%
	Rate of return (expected) on plan assets	6.79%	6.80%
	Withdrawal rates	1 to 6%	1 to 6%
II	Changes in present value of obligations		
	PVO at beginning of period	25,318,278	19,849,921
	Interest cost	1,422,033	1,410,521
	Current Service Cost	5,842,477	4,296,299
	Benefits Paid	(8,812,053)	(2,775,214)
	Actuarial (gain)/loss on obligation	7,551,584	2,536,751
	PVO at end of period	31,322,319	25,318,278
III	Changes in fair value of plan assets		
	Fair Value of Plan Assets at beginning of period	68,976	44,190
	Adjustment to Opening Fair Value of Plan Assets	-	-
	Expected Return on Plan Assets	23,848	4,323

Sr. No.	Particulars	Valuation Date 31st March, 2021	Valuation Date 31st March, 2020
	Benefit Paid	(8,812,053)	(2,775,214)
	Actuarial gain/(loss) on plan Assets	8,086,791	2,657,725
	Fair Value of Plan Assets at end of period	632,438	68,976
IV	Fair Value of Plan Assets		
	Fair Value of Plan Assets at beginning of period	68,976	44,190
	Adjustment to Opening Fair Value of Plan Assets	(23,848)	(4,323)
	Actual Return on Plan Assets	23,848	4,323
	Contributions	9,375,515	2,800,000
	Benefit Paid	(8,812,053)	(2,775,214)
	Fair Value of Plan Assets at end of period	632,438	68,976
	Fund Status	30,689,881	25,249,302
	Excess of actual over estimated return on Plan Assets	8,086,791	2,657,725
V	Actuarial Gain/(Loss) Recognized		
	Actuarial Gain/(Loss) for the period (Obligation)	(7,551,584)	(2,536,751)
	Actuarial Gain/(Loss) for the period (Plan Assets)	(8,086,791)	(2,657,725)
	Total Gain/(Loss) for the period	(15,638,375)	(5,194,476)
	Actuarial Gain/(Loss) recognized for the period	(15,638,375)	(5,194,476)
	Unrecognized Actuarial Gain/(Loss) at end of period	-	-
VI	Amounts to be recognized in the Balance Sheet		
	and statement of Profit & Loss Account		
	PVO at end of period	31,322,319	25,318,278
	Fair Value of Plan Assets at end of period	632,438	68,976
	Fund Status	30,689,881	25,249,302
	Unrecognized Actuarial Gain/(Loss)	-	-
	Net Asset/(Liability) recognized in the balance sheet	(25,249,302)	(19,805,731)
VII	Expense recognized in the statement of P & L Account		
	Current Service Cost	5,842,477	4,296,299
	Interest cost	1,398,185	1,406,198
	Expected Return on Plan Assets	-	-
	Net Actuarial (Gain)/Loss recognized for the period	7,240,662	5,702,497
	Expense recognized in the statement of P & L Account	7,240,662	5,702,497
VIII	Movements in the Liability recognized in Balance Sheet		
	Opening Net Liability	25,249,302	19,805,731
	Adjustment to Opening Fair Value of Plan Assets	-	-
	Expenses as above	7,240,662	5,702,497
	Contribution paid	(9,375,515)	(2,800,000)
	Other Comprehensive Income (OCI)	7,575,432	2,541,074
	Closing Net Liability	30,689,881	25,249,302
IX	Experience Analysis - Liabilities		
	Actuarial (Gain)/Loss due to change in financial assumption	33,617	2,154,151
	Experience (Gain)/Loss due to change in Experience	7,517,967	382,600
	Total	7,551,584	2,536,751

Sr. No.	Particulars	Valuation Date 31st March, 2021	Valuation Date 31st March, 2020
	Experience Analysis – Plan Assets	7,240,662	5,702,497
	Experience (Gain)/Loss due to change in Plan Assets	-	-
X	Schedule III Details		
	Current Liability	30,689,881	25,249,302
	Non-current Liability	632,438	68,976

Note 30(2) :Additional Information pursuant to the provisions of part II of the Schedule III of the Companies Act 2013:-

(₹ in Lakhs)

Particular	As at 31st March, 2021	As at 31st March, 2020
i Income in Foreign Currency (Exports)		
Sales of Services and products	3,722	3,595
ii Expenditure in Foreign Currency (subject to deduction of tax where applicable)		
a Professional & Consultation Fees	-	-
b Travelling	-	4
c Software Services	311	225
iii Value of Imports calculated on C.I.F. basis - Traded Goods	2	-

Note 30(2) :Additional Information pursuant to the provisions of part II of the Schedule III of the Companies Act 2013:-

(₹ in Lakhs)

Particular	As at 31st March, 2021	As at 31st March, 2020
i Income in Foreign Currency (Exports)		
Sales of Services and products	3,722	3,595
ii Expenditure in Foreign Currency		
a Travelling	-	4
b Software Services	311	225
iii Value of Imports calculated on C.I.F. basis - Traded Goods	2	-

**Note 30(3) : Contingent Liabilities and commitment
Contingent liabilities (to the extent not provided for)**

(₹ in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Bank Guarantees issue	693	640
Income Tax (Litigation)	51	51
Total	744	691

Note 30(4) : Summary of Related Party transaction

A) Nature of transaction with the Related Parties

(₹ in Lakhs)

Particulars	Subsidiary		Associate	
	2020-21	2019-20	2020-21	2019-20
Sale of Goods/Services/Facility				
Allied Digital Services, LLC (USA)	3,684	3,564	–	–
Allied Digital Services (UK) Ltd.	38	31	–	–
Purchase of Goods, Services and Facilities				
Allied Digital Services, LLC (USA)	286	225	–	–

B) Balances with Related Party

(₹ in Lakhs)

Particulars	Subsidiary		Associate		Enterprises over which KMPs are able to exercise significant influence	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Sundry Debtors						
Allied Digital Asia Pacific Pty Ltd. (Australia)	435	425				
Allied Digital Services, LLC (USA)	4,523	5,708				
Allied Digital Services (UK) Ltd.	113	66				
Sundry Creditors						
Allied Digital Services LLC (USA)	2,740	3,291				
Loan and advance						
Allied Digital Services (Ireland) Ltd.	2	2				
Allied Digital Incube Private Limited					0	0
Allied Digital Coworks Private Limited					1	1
Abhirati Properties Private Limited					396	414
Short Term Borrowing						
En-Pointe Technologies India Pvt. Ltd.	59	59				
Allied Digital Singapore Pte Ltd.	8	10				
Assetlite Equipment India Private Limited					238	414
Allied Digital Services LLC (USA)	1,111	1,599				
Allied Digital INC (USA)	861	861				
Non-current investment						
Allied Digital Services LLC (USA)	7,531	7,531				
Allied Digital INC (USA)	7,075	7,075				
Allied Digital Singapore Pte Ltd.	6	6				
Allied Digital Asia Pacific Pty Ltd. (Australia)	128	128				
Allied e-Cop Surveillance India Pvt. Ltd.	1	1				
Allied Digital Services OY	2	2				
Allied Digital Services (UK) Ltd.	1	1				
Allied Digital Services (Ireland) Ltd.	1	–				

Disclosure required under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding related parties
Amount of loan/advances in the nature of loan outstanding from subsidiaries and associates:

(₹ in Lakhs)

Particulars	Outstanding as at the end of the year	Maximum amount outstanding during the year	Investment in shares of the company
Subsidiaries			
Allied Digital INC (USA)			
2020-21	-	-	7,531
2019-20	-	-	7,531
En-Pointe Technologies India Pvt. Ltd.			
2020-21	59	59	-
2019-20	59	59	-
Allied Digital Singapore Pte Ltd.			
2020-21	8	8	6
2019-20	10	10	6
Allied Digital Asia Pacific Pty Ltd. (Australia)			
2020-21			128
2019-20			128
Allied e-Cop Surveillance India Pvt. Ltd.			
2020-21			1
2019-20			1
Allied Digital Services (UK) Ltd.			
2020-21			1
2019-20			1
Enterprises over which Key Management Personnels are able to exercise significant influence			
Allied Digital Incube Private Limited			
2020-21	0.26	0.26	
2019-20	0.26	0.26	
Allied Digital Coworks Private Limited			
2020-21	0.96	0.96	
2019-20	0.91	0.91	
Abhirati Properties Private Limited			
2020-21			
2019-20	396	396	
Assetlite Equipment India Private Ltd.			
2020-21	238	238	
2019-20	414	414	

Summarized segment information for the year ended March 2021

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2021	Year Ended 31st March, 2020
Segment Revenue		
Enterprise Computing based Solutions	6,733	6,594
Infrastructure Management based Solutions	2,886	2,826
Un-allocable Income	406	558
Net Segment Revenue	10,024	9,978
Profit before Interest, Un-allocable expenses & Tax		
Enterprise Computing based Solutions	2,840	3,228
Infrastructure Management based Solutions	1,217	1,384
	4,057	4,612
Less: i) Interest	347	619
ii) Un-allocable Expenses	2,926	3,162
Total Profit Before Tax	784	831
Un-allocable - Capital Employed	47,522	46,846
Total Capital Employed	48,306	47,677

Information regarding geographical revenue is as follow.

(₹ in Lakhs)

Revenue	Year Ended 31st March, 2021	Year Ended 31st March, 2020
India	5,897	5,784
UK	38	31
USA	3,684	3,564
Total	9,619	9,379

Information regarding customer Wise Revenue is as follow

(₹ in Lakhs)

Revenue	Year Ended 31st March, 2021	Year Ended 31st March, 2020
Govt of Maharashtra	2,292	2,169
Allied Digital Services LLC (USA)	3,684	3,564
Others	3,643	3,646
Total	9,619	9,379

Independent Auditors' Report

To The Members of Allied Digital Services Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Allied Digital Services Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its associate which comprise the Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2021, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of matter

We draw attention to Notes no. 2 to the accompanying notes to Consolidated Financial Statement with regard to management's evaluation of uncertainty due to the outbreak of COVID-19 and its impact on future operations of the Company. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

SR NO	KEY AUDIT MATTERS	AUDITOR'S RESPONSE
1	<p>Revenue recognition</p> <p>Fixed price contracts</p> <p>The Company engages in Fixed price contracts, including contracts with multiple performance obligations. Revenue recognition in such contracts involves judgments relating to identification of distinct performance obligations, determination of transaction price for such performance obligations and the appropriateness of the basis used to measure revenue recognised over a period.</p> <p>In case of Fixed price contracts where performance obligations are satisfied over a period of time, revenue is recognised using the percentage of completion method based on management's estimate of contract efforts. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. These contracts may also involve recognizing onerous obligations that require critical estimates to be made by the management. In case of Fixed price maintenance contracts, revenue is recognised either on a straight line basis or using the percentage of completion method or at an amount equal to sums billed to customer, depending on the most appropriate method that depicts the value of service delivered to the customer.</p>	<p>Principal Audit Procedures</p> <p>Our audit procedures included Obtained an understanding of the systems, processes and controls for evaluation of fixed price contracts to identify distinct performance obligations and recognition of revenue. Evaluated the design and operating effectiveness of internal controls including IT controls relating to recording of the contract value, determining the transaction price, allocation of consideration to different performance obligations, measurement of efforts incurred and process around estimation of efforts required to complete the performance obligations and the most appropriate method to recognise revenue.</p> <ul style="list-style-type: none"> On selected sample of contracts, we tested that the revenue recognised is in accordance with the revenue recognition accounting standard. We - evaluated the identification of performance obligations; - considered the terms of the contracts to determine the transaction price, - determined if the Company's evaluation of the method used for recognition of revenue is appropriate; - tested the Company's calculation of efforts incurred, estimation of contract efforts including estimation of onerous obligation, through a retrospective review of efforts incurred with estimated efforts; - assessed appropriateness of contract assets/unbilled revenue on balance sheet date by evaluating underlying documentation. Tested aged contract assets to assess possible delays in achieving milestones, which may require a change in estimated efforts to complete the remaining performance obligations. • Evaluated management assessment of the impact on revenue recognition and consequential impact on the expected credit loss allowance and other areas of judgement, including for possible effects, if any from the COVID-19 pandemic. Performed analytical procedures over revenue and receivables. <p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> Testing the design, implementation and operating effectiveness of the Group's key controls over identifying uncertain tax positions and matters involving litigations/disputes. Obtaining details of tax positions and tax litigations for the year and as at 31 March 2021 and holding discussions with designated management personnel. Assessing and analysing select key correspondences with tax authorities and inspecting external legal opinions obtained by management for key uncertain tax positions and tax litigations. Evaluating underlying evidence and documentation to determine whether the information provides a basis for amounts reserved/not reserved in the books of account. Involving our internal tax specialists and evaluating management's underlying key assumptions in estimating the tax provisions and estimate of the possible outcome of significant tax litigations; and In respect of tax positions and litigations, assessing the computation of provisions and consequent impact on related accounting and disclosures in the consolidated financial statements.
2	<p>Evaluation of tax positions and litigations</p> <p>The Group operates in multiple global jurisdictions which requires it to estimate its income tax liabilities according to the tax laws of the respective tax jurisdictions. Further, there are matters of interpretation in terms of application of tax laws and related rules to determine current tax provision and deferred taxes. The Group has material tax positions and litigations on a range of tax matters primarily in India. This requires management to make significant judgments to determine the possible outcome of uncertain tax positions and litigations and their consequent impact on related accounting and disclosures in the consolidated financial statements.</p>	

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and if its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of

the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of one subsidiary whose financial statements reflect total assets of Rs 21601.01 Lakhs as at 31st March, 2021, total revenues of Rs 29609.29 Lakhs and net cash flows amounting to Rs 2880 Lakhs Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditor.

(b) We did not audit the financial statements of eight subsidiaries, whose financial statements reflect total assets of Rs 9751.66 lakhs as at 31st March, 2021, total revenues of Rs 591.08 Lakhs and net cash flows amounting to ₹ 47.19 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs 1.66 Lakhs for the year ended 31st March, 2021, as considered in the consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the **Companies (Accounts) Rules, 2014**.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associates incorporated in India, none of the directors of the Group companies and associates incorporated in India is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the **Companies (Audit and Auditors) Rules, 2014**, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note No 31 to the consolidated financial statements.
 - ii. The Group and its associates did not have any material foreseeable losses on long term contracts including derivatives contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding company and its subsidiaries incorporated in India.

For SHAH & TAPARIA
Chartered Accountants
 (Firm Regn No 109463W)

RAMESH PIPALAWA
 Partner
 M. No. 103840
 UDIN: 21103840AAAAMB8982

Place: Mumbai
 Date: 31st May, 2021

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Allied Digital Services Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Allied Digital Services Limited (hereinafter referred to as “Company”) and its subsidiary companies and its associate, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies and its associate, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the **Guidance Note on Audit of Internal Financial Controls Over Financial Reporting** issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies and its associate, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the **Guidance Note on Audit of Internal Financial Controls Over Financial Reporting** (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies and its associate, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies and its associate, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SHAH & TAPARIA

Chartered Accountants
(Firm Regn No 109463W)

RAMESH PIPALAWA

Partner
M. No. 103840
UDIN: 21103840AAAAMB8982

Place: Mumbai

Date: 31st May, 2021

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2021

(₹ in Lakhs)

Particulars	Note	As at 31st March 2021	As at 31st March 2020
ASSETS			
Non-Current assets			
Property, Plant and Equipment	2	5,471	5,233
Investment Property	4	8,023	8,113
Intangible Assets	5	3,366	4,186
Right of Use Asset	3	66	167
Goodwill		9,622	9,622
Financial Assets			
Investments	6	810	796
Loans	7 (i)	252	251
Other Financial Assets	8 (i)	273	276
Other Non-Current Assets	9 (i)	1,554	1,022
Asset classified as held for sale	10	59	59
Total Non-Current Assets		29,496	29,725
Current assets			
Inventories	11	3,482	3,509
Financial Assets			
Trade Receivables	12	16,423	20,251
Cash and Cash Equivalents	13 (i)	4,664	1,784
Other Bank balances	13(ii)	1,153	605
Loans	7 (ii)	144	138
Other Financial Assets	8 (ii)	5,330	3,938
Other Current Assets	9 (ii)	3,383	2,350
Total Current Assets		34,580	32,575
Total Assets		64,076	62,300
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	2,535	2,510
Other Equity	15	44,527	43,128
Equity Attributable to Shareholders		47,062	45,638
Non- Controlling Interest		1,379	1,196
Total Equity		48,442	46,834
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	16 (i)	468	553
Other Financial Liabilities	17 (i)	77	156
Deferred Tax Liabilities (Net)	19	2,498	2,533
Total Non-Current Liabilities		3,043	3,242
Current Liabilities			
Financial Liabilities			
Borrowings	16(ii)	4,786	4,616
Trade Payables	20		
- Trade payables to Micro and Small enterprises		6,341	5,967
- Trade payables to other than Micro and Small enterprises		176	236
Other Financial Liabilities	17(ii)	435	450
Other Current Liabilities	21	854	955
Provisions	18		
Total Current Liabilities		12,591	12,224
Total Equity and Liabilities		64,076	62,300

As per our report of even date

For Shah & Taparia

Chartered Accountants

For Allied Digital Services Limited
Ramesh Pipalawa

M. No. 103840

Nitin Shah

Chairman & Managing Director

Prakash Shah

Whole Time Director

Place: Mumbai

Date: 31st May, 2021

Gopal Tiwari

Chief Financial Officer

Neha Bagla

Company Secretary

CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2021

(₹ in Lakhs)

Particulars	Note	"Year Ended 31st March, 2021 (Audited)"	"Year Ended 31st March, 2020 (Audited)"
Income from Operations			
Net Sales/Income from Operations	22	35,808	33,014
Other Income	23	406	558
Total Income from Operations		36,213	33,572
Expenses			
Purchase of stock-in-trade	24	20,912	19,321
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	10	(100)
Employee benefits expense	26	5,963	4,816
Finance Costs	27	369	699
Depreciation and amortisation expense		2,154	2,221
Other expenses	28	4,456	4,212
Total Expenses		33,864	31,168
Profit/(Loss) from operations before exceptional items		2,349	2,404
Exceptional Items		-	-
Profit/(Loss) from ordinary activities before tax		2,349	2,404
Tax expense			
Tax expense for current year		552	591
MAT credit		(114)	(149)
Deferred Tax		(11)	41
Net Profit/(Loss) from ordinary activities after tax		1,922	1,922
Shares of Profit/(Loss) of Associates & Joint Ventures		2	3
Net Profit/(Loss) for the Period		1,924	1,925
Other Comprehensive Income (after tax)			
Items that will not be reclassified to P&L			
Gratuity Actuarial Gain/(Loss)	29	(76)	(25)
Items that will be reclassified subsequently to P&L			
Exchange Difference on Monetary Items		-	-
Foreign Currency Translation Difference		(16)	75
Total Comprehensive Income (after tax)		1,832	1,975
Net Profit/(Loss) attributable to:			
Owners		1,604	1,669
Non-Controlling Interest		228	306
Paid-up equity share capital (Face Value of ₹ 5/-)		2,535	2,510
Reserves Excluding Revaluation Reserves as per balance sheet		44,527	43,128
Earning per Share (Face Value of ₹ 5/- each)	30		
Basic		3.82	3.83
Diluted		3.58	3.83

As per our report of even date

For Shah & Taparia

Chartered Accountants

For Allied Digital Services Limited

Ramesh Pipalawa

M. No. 103840

Nitin Shah

Chairman &
Managing Director

Prakash Shah

Whole Time Director

Place: Mumbai

Date: 31st May, 2021

Gopal Tiwari

Chief Financial Officer

Neha Bagla

Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
I	CASH INFLOW FROM OPERATING ACTIVITIES		
	(a) Profit/Loss as per Profit & Loss Account after Tax		
	Adjustments:	1,832	1,975
	Minority interest and Associates profit	(228)	(306)
	Adjustment for IND AS effect	13	24
	Depreciation and amortization	2,154	2,221
	Unrealised Foreign Exchange Gain	(161)	(247)
	Sundry Balance Written back	(163)	-
	Income from Investing Activities	(406)	(558)
	Deferred Tax	(11)	41
	Finance Cost	369	699
	Actuarial Loss through Other Comprehensive Loan	76	25
	Provision for Income Tax	439	441
	Foreign Currency Translation Reserve	16	(75)
	(b) Changes in Assets and Liabilities		
	Inventories	26	(101)
	Trade receivables	3,829	(603)
	Loans and advances	(7)	(101)
	Other Financial Assets	(1,389)	981
	Other assets	(1,566)	630
	Trade payables	374	3,610
	Other Financial liability	(139)	(2,381)
	Other Liabilities & Provisions	(116)	(3,215)
	Net Cash generated by Operating Activities	4,941	3,060
II	CASH INFLOW FROM INVESTING ACTIVITIES		
	Payment toward acquisition of the fixed assets including intangible	(1,681)	(1,577)
	Derecognition of ROU Assets (Ind AS 116)	80	-
	Disposal of the Investment\Changes due to Ind As in Investments	(14)	66
	Asset classified as held for sale	-	(59)
	Other Non-Operating Income	406	558
	Net Cash generated by Investing Activities	(1,210)	(1,053)
III	CASH INFLOW FROM FINANCING ACTIVITIES		
	From borrowings	1,863	152
	Repayment of loan	(1,777)	(1,433)
	Proceeds from Share Warrants Issue	259	-
	Dividend Paid	(251)	-
	Lease payment	(27)	(46)
	Finance Cost	(369)	(699F)
	Net Cash generated by Financing Activities	(302)	(2,026)
	Net Increase/(Decrease) in Cash & Cash Equivalents	3,429	(19)
	Add: Cash and cash equivalents at the beginning of the period (B)	2,389	2,408
	Cash and cash equivalents at the end of the period (A+B)	5,818	2,389
	Supplementary Information		
	Restricted Cash Balance & Cash Equivalent	1,153	605

As per our report of even date

For Shah & Tapparai

Chartered Accountants

For Allied Digital Services Limited

Ramesh Pipalawa

M. No. 103840

Nitin Shah

Chairman &
Managing Director

Prakash Shah

Whole Time Director

Place: Mumbai

Date: 31st May, 2021

Gopal Tiwari

Chief Financial Officer

Neha Bagla

Company Secretary

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1) Corporate information

Allied Digital Services Limited (referred to as “ADSL” or the “Company”) is renowned as a leading Global IT Transformation Architect, having its operations in pan India, USA, Australia, Europe and Middle East Asia with an impeccable track record for designing, developing, deploying digital solutions and delivering end-to-end IT infrastructure services. It provides wide range of information technology and consultancy services including Infrastructure Services, End user IT Support, IT asset life cycle, enterprise applications and integrated solutions.

The Company is a public limited company incorporated and domiciled in India and has its registered office in Mumbai, India. The Company has its primary listings on the BSE Limited and National Stock Exchange Limited in India. The company has presence in pan India and it has Subsidiary companies in India, USA, UK, Singapore, Australia, Ireland and Finland.

2) Significant Accounting Policies

2.1 Basis of preparation of consolidated financial statements

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on an accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (‘Act’) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on a historical cost basis, except for the following;

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments),

The financial statements are presented in Indian Rupee (‘INR’) which is also the Group’s functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and associate as at March 31, 2021.

Subsidiaries; Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Equity accounted investees; The Group’s interests in equity accounted investees comprise interests in associate. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Interests in associate are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group’s share of profit or loss and OCI of equity accounted investees until the date on which significant influence ceases.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member’s financial statements in preparing the consolidated financial statements to ensure conformity with the group’s accounting policies.

The financial statements of each of the subsidiaries and associate used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on March 31.

2.3 Consolidation procedure:

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- b) Offset (eliminate) the carrying amount of the parent’s investment in each subsidiary and the parent’s portion of equity of each subsidiary.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies. All intra-group assets

and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any interest retained in the form of subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in the statement of profit and loss.

d) Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

The consolidated financial statements comprise the financial statements of the Company, and its subsidiaries and associate as disclosed below :

Sr. No.	Name of Company	Subsidiary/Joint ventures/Associate Company
1.	Allied Digital Services, LLC (USA)	Subsidiary
2.	Allied Digital INC (USA)	Subsidiary
3.	Allied Digital Singapore Pte Limited	Subsidiary
4.	Allied Digital Asia Pacific Pty Limited (Australia)	Subsidiary
5.	Allied Digital Services (UK) Ltd.	Subsidiary
6.	Allied Digital Services Oy.	Subsidiary
7.	Allied Digital Services (Ireland) Limited	Subsidiary
8.	En Pointe Technologies India Private Limited	Subsidiary
9.	Allied-eCop Surveillance Private Limited	Subsidiary
10.	Assetlite Equipment India Private Limited	Associate
11.	Soft Shell System (I) Private Limited	Associate
12.	Allied CNT Solutions Private Limited	Associate

Summary of significant accounting policies

- (i) Functional and presentation currency Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.
- (ii) Foreign currency transactions and balances are translated into the functional currency of the company, using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies, are recognized in the statement of profit and loss and reported within foreign exchange gains/(losses). Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.
- (iii) Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.
- (iv) Effective April 1, 2018, the Company has prospectively adopted Appendix B to Ind AS 21, *Foreign Currency Transactions and Advance Consideration* which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.
- (v) Investment in subsidiaries: Investment in subsidiaries is measured at cost.

(vi) Current v/s Non-current classification

The company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset/liability is current when it is:

- Expected to be realised/settled or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised/settled within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(vii) Financial instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place are recognised on trade date. While, loans and borrowings and payables are recognised net of directly attributable transaction costs. For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non-derivative financial assets comprising amortised cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non-derivative financial liabilities at amortised cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTPL. The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

Debt instruments at FVTOCI

A debt instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- (a) the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets and
- (b) the asset's contractual cash flow represent Solely Payments of Principal and Interest (SPPI)

Debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs. Fair value movements are recognised in other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain/(loss) in statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the effective interest rate (EIR) model.

Equity instruments at FVTOCI

All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to statement of profit and loss.

Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL.

In addition the Company may elect to designate the financial asset, which otherwise meets amortised cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency. The Company has not designated any financial asset as FVTPL.

Financial assets included within the FVTPL category are measured at fair values with all changes in the statement of profit and loss.

a) Non-derivative financial liabilities

- (i) Financial liabilities at amortised cost: Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

- (ii) Financial liabilities at FVTPL: Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the statement of profit and loss.
- b) Derivative financial instruments: Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in statement of profit and loss.

(viii) Property, plant and equipment

- a) **Recognition and measurement:** Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.
- b) **Depreciation:** The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are ready for intended use. Assets acquired under finance lease if any and leasehold improvements are amortized over the lower of estimated useful life and lease term. The estimated useful lives for the current and comparative period of significant items of property, plant and equipment are as follows

Type of Asset	Method	Estimated useful life
Leasehold Land	Straight line	99 Years
Freehold & Leasehold Buildings	Straight line	60 Years
Furniture and Fixtures	Straight line	10 Years
Computers and IT Equipment's	Straight line	3 Years
Servers	Straight line	6 Years
Motor Vehicles	Straight line	8 Years
Office Equipment's	Straight line	5 years
Civil and Plumbing Work	Straight line	60 Years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress(if any).

- c) **Impairment:** Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

(ix) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. The estimated useful lives of intangibles are as follows:

Type of Asset	Method	Estimated useful life
Intellectual Property	Straight line	10 Years

(x) Impairment

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

(xi) Inventories

Inventory comprising traded hardware and software are valued at lower of cost and net realisable value. Costs comprise cost of purchase and directly attributable costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(xii) Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

(xiii) Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

(xiv) Employee benefits

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee.

The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

Gratuity :

The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through remeasurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments are recognized in net profit in the Statement of Profit and Loss.

Provident Fund :

Eligible employees of the company receive benefits from employees provident fund Organisation, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The remaining portion is contributed to the government-administered pension fund.

Share based payments

Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognized in the statement of profit and loss with a corresponding increase to the share based payment reserve, a component of equity. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest. The fair value of the amount payable to the employees in respect of phantom stocks, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the phantom stock options plan. Any changes in the liability are recognized in statement of profit and loss.

(xv) Revenue

The Group derives revenues primarily from business of IT and ITeS services, consulting and implementing smart city projects as a master system integrator (MSI).

Effective April 1, 2018, the Company adopted Ind AS 115, *Revenue from Contracts with Customers*, using the cumulative catch-up transition method, applied to contracts that were not completed as at April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and/or revised significant accounting policies related to revenue recognition.

Refer to Note 1 *Significant Accounting Policies* in the Company's 2018 Annual Report for the policies in effect for revenue prior to April 1, 2018.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Revenue on time-and-material contracts is recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which we refer to as unbilled revenue)

In arrangements for IT and ITeS related services and maintenance services, the Group has applied the guidance in Ind AS 115, *Revenue from Contracts with Customers*, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering IT and ITeS related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the Company is unable to determine the standalone selling price, the Company uses the expected cost plus margin approach in estimating the standalone selling price. For IT and ITeS and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. Revenue from licenses where the customer obtains a "right to use" the licenses is available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. The Company has applied the principles under Ind AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service, the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed.

Deferred contract costs are incremental costs of obtaining a contract which are recognized as assets and amortized over the term of the contract.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

Management services

Infrastructure Management services comprise service and solution offerings of the Group that enable our clients to transform their businesses. We have added many medium enterprises government businesses for Network operations centre (NOC) and Security operations centre (SOC) services along with traditional Managed Services business.

End user services

Core services comprise traditional offerings of the Group that have scaled and industrialized over a number of years. These primarily include application management services, proprietary application development services, independent validation solutions, product engineering and management, facility management services, traditional enterprise application implementation, support and integration services and Annual Maintenance Contracts.

Trade receivables and contract balances

The Group classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue for fixed-price maintenance contracts is recognized on a straight-line basis over the period of the contract. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Revenue recognition for fixed-price development contracts is based on percentage-of-completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed-price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

Trade receivable and unbilled revenues are presented net of impairment in the Balance Sheet.

During the year ended March 31, 2021, the Company recognized revenue of ₹ 1464 Lakh from Opening unearned revenue as of April 1, 2020.

Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time-and-material basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revaluations, adjustment for revenue that has not materialized and adjustments for currency.

(xvi) Income taxes

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

a) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company off sets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously

b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary difference arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction. Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary difference, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary difference. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

c) Minimum Alternate Tax

Minimum Alternate Tax is in the nature of unused tax credit which can be carried forward and utilised when the company will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognized to the extent that is probable that the unused tax credit can be utilised in the specified future period.

(xvii) Borrowing Costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

(xviii) Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

(xix) Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

(xx) Adoption of Ind AS 116 – Leases

i) The Company as a Lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

The lease rentals charged during the period are as follows

₹ In Lakhs

Particulars	Year ended March 31,	
	2021	2020
Lease rentals recognized during the period	35	55

ii) The Company as a Lessee:

The Company, as a lessee, recognises a right of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

(xxi) Fair value hierarchy

Level wise disclosure of financial instruments

₹ in [Lakh]

Particulars	As at March 31, 2021	As at March 31, 2020	Level	Valuation techniques and key inputs
Non-current investments in equity shares measured at FVTOCI	NA	NA	1	Quoted bid prices in an active market
Non-current investments in unquoted preference shares measured at FVTPL	188	174	3	Discounted cash flow - Future cash flows are based on terms of Preference Shares discounted at a rate that reflects market risks
Long term borrowings (including current maturities)				
Carrying value	NA	NA	2	Discounted cash flow – observable future cash flows are based on terms discounted at a rate that reflects market risks
Fair value	NA	NA		
Foreign currency options – Assets	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
Foreign currency options – Liability	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
Foreign currency forward contracts - Liability	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)

Particulars	As at March 31, 2021	As at March 31, 2020	Level	Valuation techniques and key inputs
Commodity forward contracts – Assets	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
Interest rate swaps - Assets	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
Interest rate swaps - Liability	NA	NA	2	Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)

The carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents and other bank balances are considered to be the same as their fair values, due to their short term nature.

Sensitivity Analysis of Level III

Particulars	Valuation technique	Significant unobservable inputs	Change	Sensitivity of the input to fair value
Investments in unquoted Preference shares	DCF method	Discounting Rate	0.50%	0.50% Increase (decrease) in the discount would decrease (increase) the fair value by ₹ 10 Lakh (₹ 10 Lakh)

Reconciliation of Level III fair value measurement:

₹ in [Lakh]

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance	174	160
Additional investment	-	-
Reclassification of allowance for loss	-	-
Allowance for loss	-	-
Gain recognised in the statement of profit and loss	14	14
Closing balance	188	174

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2021 are as follows :

NOTE -2: PROPERTY PLANT & EQUIPMENT

(₹ in Lakhs)

Particulars	Gross Block			Deprecation and Amortisation			Net Block	
	As at 31-03-2020	Additions the year	Disposals	As at 31-03-2021	Charge for the year	Disposals 31-03-2021	As at 31-03-2021	As at 31-03-2020
Premises Leasehold	3,663	-	-	3,663	36	647	3,016	3,052
Civil and Plumbing Work	1,823	12	-	1,835	30	296	1,539	1,522
Furniture and Fixtures	3,452	34	-	3,486	168	3,167	319	453
Office Equipments	64	-	-	64	0	58	6	7
Motor Vehicles	256	87	-	343	16	152	191	117
Computers and IT Equipments	4,764	340	-	5,104	23	4,703	401	82
Computers (Given on lease)	156	-	-	156	-	156	-	-
Total	14,178	473	-	14,651	275	-	5,471	5,233

NOTE - 3 : RIGHT OF USE ASSETS

Particulars	Gross Block			Deprecation and Amortisation			Net Block	
	As at 31-03-2020	Add during the year	Deletions	As at 31-03-2021	Charge for the year	Deletions 31-03-2021	As at 31-03-2021	As at 31-03-2020
Immovable Property	203	-	(123)	80	20	(44)	66	167
Total	203	-	(123)	80	20	(44)	66	167

NOTE - 4 : INVESTMENT PROPERTY

Particulars	Gross Block			Deprecation and Amortisation			Net Block	
	As at 31-03-2020	Additions the year	Disposals	As at 31-03-2021	Charge for the year	Disposals 31-03-2021	As at 31-03-2021	As at 31-03-2020
Leasehold Land	2,278	-	-	2,278	22	-	1,980	2,002
Premises Lease Hold	7,004	-	-	7,004	67	-	6,043	6,111
Total	9,282	-	-	9,282	89	-	8,023	8,113

NOTE - 5 : INTANGIBLE ASSETS

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2020	Additions	Disposals	As at 31-03-2021	Charge for the year	Disposals	Upto 31-03-2021	As at 31-03-2020
Computer Software Licenses	76	-	-	76	0	-	76	1
Intellectual Property Rights	11,068	229	-	11,297	1,769	-	7,931	4,185
Total	11,144	229	-	11,373	1,769	-	8,007	4,186
Grand Total	34,808	701	(123)	35,386	2,154	(44)	18,460	17,699

*Wherever the amount is '0', it denotes value less than ₹ 50,000/- as all values are rounded off to the nearest ₹ 1,00,000/-

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2020 are as follows :

NOTE - 2 : PROPERTY PLANT & EQUIPMENT

(₹ in Lakhs)

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2019	Additions	"Asset classi- fied as held for sale"	As at 31-03-2020	Charge for the year	"Asset classi- fied as held for sale"	Upto 31-03-2020	As at 31-03-2019
Premises Lease Hold	2,981	-	682	3,663	38	-	611	2,407
Civil and Plumbing Work	1,783	5	-	1,788	30	-	266	1,552
Furniture and Fixtures	3,352	100	-	3,452	262	-	2,999	616
Office Equipments	964	1	(901)	64	4	(895)	58	16
Motor Vehicles	136	117	-	253	4	-	136	4
Computers and IT Equipments	10,623	31	(5,889)	4,765	27	(5,836)	4,681	134
Computers (Given on lease)	156	-	-	156	-	-	156	-
Total	19,995	254	(6,108)	14,141	365	(6,731)	8,907	4,728

NOTE - 3 : RIGHT OF USE ASSETS

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2019	Add during the year 2019-2020	"Asset classi- fied as held for sale"	As at 31-03-2020	For the year 2019-2020	"Asset classi- fied as held for sale"	Upto 31-03-2020	As at 31-03-2019
Immovable Property	-	203	-	203	36	-	36	-
Total	-	203	-	203	36	-	36	-

NOTE - 4 : INVESTMENT PROPERTY

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2019	Additions	" Asset classified as held for sale "	As at 31-03-2020	Upto 31-03-2019	Charge for the year	Upto 31-03-2020	As at 31-03-2019
Leasehold Land	2,278	-	-	2,278	254	22	276	2,002
Premises Lease Hold	7,004	-	-	7,004	825	68	893	6,111
Total	9,282	-	-	9,282	1,079	90	1,169	8,113
								2,024
								6,179
								8,203

NOTE - 5 : INTANGIBLE ASSETS

Particulars	Gross Block			Depreciation and Amortisation			Net Block	
	As at 31-03-2019	Additions	" Asset classified as held for sale "	As at 31-03-2020	Upto 31-03-2019	Charge for the year	Upto 31-03-2020	As at 31-03-2019
Computer Software Licenses	76	-	-	76	76	0	76	1
Intellectual Property Rights	10,331	-	-	10,331	4,417	1,729	6,146	5,208
Total	10,407	-	-	10,407	4,493	1,729	6,222	5,209
Grand Total	39,684	457	(6,108)	34,033	20,845	2,221	16,335	17,699
								18,140

*Wherever the amount is '0', it denotes value less than ₹ 50,000/- as all values are rounded off to the nearest ₹ 1,00,000/-

Notes forming part of the Balance Sheet as at March 31, 2021.

Note 06: Investments

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
(1)	Non- Quoted, Long Term, Trade: (Carried at Cost)		
(a)	Investment in Associates		
(i)	Soft Shell System (I) Pvt Ltd 117,924 (Previous year: 117,924) shares of ₹ 10/- each	600	600
(ii)	Allied CNT Solutions Pvt. Ltd. 142,000 shares (Previous Year: 142,000) equity shares of ₹10/- each	22	22
	Sub-total	622	622
(c)	Investment in Others (Unquoted)		
(i)	Uthopia green Trans pvt ltd	0	0
	Sub-total	0	0
	Investment carried at amortised cost		
(i)	450000 (Previous Year : 450000)Preference shares @ 100/- Devyog Builders Pvt Ltd	188	174
	Sub-total	188	174
	Total	810	796
	Aggregate amount of Quoted Investments	-	-
	Aggregate amount of Unquoted Investments	810	796
	Category-wise Investment-Non Current		
	Financial Assets measured at Cost	622	622
	Financial Assets measured at Amortised Cost	188	174
	Total Non Current Investments	810	796

Note : There is no impairment in value of investment
Wherever the amount is '0', it denotes value less than ₹50,000/- as all value is rounded off to the nearest ₹ 1 Lakh.

Note 7: Loans

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
(i)	Non-Current		
	Loans and advances to related parties		
	Unsecured, considered good	252	251
	Sub-total	252	251
(ii)	Current		
	Loans and advances (others)	144	138
	Sub-total	144	138
	Total	396	389

Note 8: Other Financial Assets

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
(i)	Non-Current		
	Others	273	276
	Total	273	276
(ii)	Current		
	Unsecured, considered good		
(a)	Unbilled revenue	3,683	3,144
(b)	Accrued Income	958	100
(c)	Interest Accrued	53	39
(d)	Others	635	655
	Sub-total	5,330	3,938
	Total	5,603	4,214

Note 9: Other Assets

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
(i)	Non-Current		
	Receivables from Government Authorities	1,554	1,022
	Sub-total	1,554	1,022
(ii)	Current		
(a)	MAT Credit Entitlement	1,573	1,460
(b)	Prepaid expenses	40	55
(d)	Other	1,770	835
	Sub-total	3,383	2,350
	Total	4,937	3,371

Note 10: Asset classified as held for sale

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
	Asset classified as held for sale	59	59
	Total	59	59

Note 11: Inventories

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
	Stock in Trade	3,482	3,509
	Total	3,482	3,509

Note 12: Trade Receivables

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
(i)	Trade receivables outstanding for a period less than six months from the date they are due for payment	-	
	Unsecured, considered good	5,513	7,273
	Sub-total	5,513	7,273
(ii)	Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
	Unsecured, considered good	10,910	12,978
	Unsecured, considered doubtful	-	-
	Less : Provision for doubtful debts	-	-
	Sub-total	10,910	12,978
	Total	16,423	20,251

Trade Receivable stated above include debts due from:

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
	Private Company in which director is a member	4,966	6,217
	Total	4,966	6,217

Note 13(i) : Cash and Cash Equivalents:

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
(a)	Balances with Banks		
	In Current Account	4,664	1,778
(b)	Cash on hand	0	6
	Total	4,664	1,784

Note 13(ii) : Other Balances with Bank:

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020
	Balances with Banks		
	In fixed deposit accounts (pledge with bank guarantees given by bank)	1,153	605
	Total	1,153	605

Wherever the amount is '0', it denotes value less than ₹ 50,000/- as all value is rounded off to the nearest ₹ 1 Lakh.

Note 14: Share Capital
(a) Authorised, Issued, Subscribed & Paid - up and par value per share (₹ In lakh)

Share Capital	As at 31 March 2021		As at 31 March 2020	
	Number	Amount	Number	Amount
Authorised				
Equity shares of ₹ 5 each	60,000,000	3,000	60,000,000	3,000
Issued				
Equity shares of ₹ 5 each	50,705,528	2,535	50,205,528	2,510
Subscribed & Paid up				
Equity shares of ₹ 5 each	50,705,528	2,535	50,205,528	2,510

(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

(₹ In lakh)

Particulars	Opening Balance	Issued during the year	Closing Balance
Equity shares			
Year ended 31 March, 2021			
- Number of shares	50,205,528	500,000	50,705,528
- Amount	2,510	25	2,535
Year ended 31 March, 2020			
- Number of shares	50,205,528	-	50,205,528
- Amount	2,510	-	2,510

The company had allotted 40,00,000 Nos of Convertible Equity warrants to Mr. Nitin Dhanji Shah, Chairman and Managing Director on 16th September, 2020 with an option to convert the same in equal number of equity share at a price of ₹ 18.80 per warrant, including premium of ₹ 13.80 per share on a face value of ₹ 5.00 per share within a period of 18 months from the date of allotment of warrants. Pursuant to the terms of Convertible Equity Warrants, Company allotted 5,00,000 (Nos) of equity shares to Mr. Nitin Dhanji Shah at a price of ₹ 18.80 per share (Including a premium of ₹ 13.80 per share) on 1st March, 2021. Funds received against the allotment are being utilised towards the prescribed object. Further 35,00,000 (Nos) warrants are yet to be converted into equity shares as allotted to Mr. Nitin Dhanji Shah on 16th September, 2020.

(c) Rights, Preferences and restrictions related to equity shares

The company has only one class of equity shares having par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share.

(d) Details of shares held by each shareholder holding more than 5% shares:

Name of Shareholder	As at 31 March 2021		As at 31 March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity shares with voting rights				
Nitin Dhanji Shah	15,283,031	30.14	14,783,031	29.45
Prakash Dhanji Shah	8,178,348	16.13	8,178,348	16.29

Note 15: Other Equity

(i) Reserves and Surplus

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(a) Capital Redemption Reserve			
	Opening Balance	30	30
	Closing Balance	30	30
(b) Securities Premium Account			
	Opening Balance	37,056	37,056
Add	Securities premium credited on allotment of equity shares	69	-
Less	Utilised during the year for:	-	-
	Closing Balance	37,125	37,056
(c) General Reserves			
	Opening Balance	2,058	1,374
	Add: Transfer during the year	-	684
	Closing Balance	2,058	2,058
(d) Surplus			
	Opening balance	3,748	1,841
	Minority Interest	-	-
Add	Net Profit/(Net Loss) For the current year	1,505	1,924
Less	Dividend on Equity Share	(251)	-
Less	Adjustment of Prior Period Debt	-	(17)
	Closing Balance	5,002	3,748
Total Reserves and Surplus		44,214	42,892

(ii) Other component of equity

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(a)	Employee Stock Options Outstanding		
	Opening	-	684
	Add: Transfer to General Reserves	-	(684)
	Total ESOP Outstanding	-	-
(b)	Accumulated Other Comprehensive Income		
	Opening	162	187
	Add: During the Year	(76)	(25)
	Total Other Comprehensive Income	86	162
(c)	Foreign Currency Translation Reserve		
	Opening	75	(1)
	Add: During the Year	(13)	75
	Total	61	75
	Total Other Component of Equity	148	237
	Share Warrant Application Money		
	Opening Balance	-	-
(+)	Current Year Transfer	165	-
	Closing Balance	165	-
	Total	44,527	43,128

** The company had allotted 40,00,000 Nos of Convertible Equity warrants during the year and received the part consideration of ₹ 188.00 Lakhs towards the 25% contribution for the same. Pursuant to the terms of Convertible Equity Warrants. Company issued 5,00,000 (Nos.) of equity shares on March 01, 2021 and received the consideration of ₹ 70.50 Lakhs towards 75% contribution of allotment.

Note 16: Borrowings

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(i)	Non-Current Borrowings		
	From Banks (Secured)		
a.	Indian Bank	356	-
	Secured by Equitable mortgage of the immovable property situated at Office no. 406 4th Floor, Multistoried Building, SEEPZ, Andheri-East, Mumbai		
b.	HDFC Bank Ltd.	63	82
	Secured by Equitable mortgage of Vehicles		
	From Banks (Secured)		
a.	Caparo Financial Solutions Ltd.	-	471
	Secured by Equitable mortgage of the immovable property situated at Office no. 406 4th Floor, Multistoried Building, SEEPZ, Andheri-East, Mumbai		
b.	BMW Financial Services	49	-
	Secured by Equitable mortgage of Vehicles		
	Sub-total	468	553

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(ii)	Current Borrowings		
	Secured		
	Loans repayable on demand (Refer Note (a))	2,619	1,885
	Unsecured		
a	Loans and advances from related parties (Repayable on Demand)	2,151	2,716
b	Unsecured Loan Others	10	10
c	Public Deposits	6	6
	Sub-total	4,786	4,616
	Total	5,254	5,169

(a) Details of Secured short-term borrowings alongwith Security and terms of repayment:

Particulars	As at Mar 31, 2021	As at Mar 31, 2020
Loans repayable on demand		
From banks:		
Barclays Bank Foreign Currency Loan	1,385	1,885
Indian Bank	1,234	-
Loans repayable on demand from banks	2,619	1,885

(i) Details of Security Offered to Banks for Working Capital Facilities

Following securities have been offered to Barclays banks

- (a) First charge on Office no. 13A, 13th Floor, Earnest House, NCPA Road, Nariman Point, Mumbai
- (b) First charge on Gala no 3,4,7, 301,302,305,306.307 & 308 Bldg. No 3, Sector III,MIDC Mahape, Navi Mumbai
- (c) Pari pasu charge with Indian Bank on movable assets except vehicles
- (d) Pari pasu charge with Indian Bank on current assets
- (e) Personal Guarantee of Promoters

Following securities have been offered to Indian Bank

- (a) First charge on property Office no. 405 4th Floor, Multistoried Building, SEEPZ, Andheri-East, Mumbai
- (b) First charge on property at Flat No.9, First Floor, Building no.A, Siddhart Court CHS, Pune
- (c) Pari pasu charge with Barclays Bank on movable assets except vehicles
- (d) Pari pasu charge with Barclays Bank on current assets
- (e) Personal guarantee of Promoters

Note 17 : Other Financial Liabilities

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
(i)	Non-Current		
	Deferred Rent Income- Security Deposits Rent	77	156
	Sub-total	77	156
(ii)	Current		
a	Current Maturities	169	191
b	Security deposits	4	4
c	Others	3	5
	Sub-total	176	236
	Total	253	392

Note 18 : Provisions

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Current		
	Provision for Expenses	854	955
	Total	854	955

Note 19: Deferred tax liabilities

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Deferred Tax Liability		
	Timing difference of depreciation between W.D.V. of Assets as per Companies Act and Income Tax Act	2,498	2533
	Net Deffered Liability/(Asset)	2,498	2,533

Note 20: Trade Payables

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Trade payables		
	-Trade payables to Micro and Small enterprises	-	-
	-Trade payables to other than Micro and Small enterprises	6,341	5,967
	Total	6,341	5,967

Note 21: Other liabilities

Sr. No.	Particulars	As at Mar 31, 2021	As at Mar 31, 2020
	Current		
	Other Current Liabilities	435	450
	Total	435	450

Notes forming part of the Profit & Loss account for the period ending March 31, 2021

Note 22 : Operating Income

Sr. No.	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
(i)	Revenue from Sales of Products	472	1,559
(ii)	Revenue from Sale of Services	35,327	31,400
(iii)	Other Operating Revenue	9	55
	Total	35,808	33,014

Note 23: Other Income

Sr. No.	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
(i)	Interest Income (Refer Note 23.A)	107	140
(ii)	Office Rent	26	-
(iii)	Net gain on foreign currency transactions	161	247
(iv)	Other non-operating income (Refer Note 23.B)	112	172
	Total	406	558

Note 23.A

Sr. No.	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
	Interest Income comprises of :		
	Interest on deposits from banks	92	71
	Total	92	71

Note 23.B

Sr. No.	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
	Other non-operating income comprises of :		
(i)	Sundry Balances Written Back	110	152
(ii)	Miscellaneous Income	1	20
	Total	112	172

Note 24: Purchase & Other Direct Expenses

Sr. No.	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
(i)	Purchase of Traded Goods and Services	19,360	18,474
(ii)	Other Direct Cost	1,553	847
	Total	20,912	19,321

Note 25 Changes in Inventories of Stock-in-Trade

Sr. No	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
	Closing Stock	3,474	3,483
	Less : Opening Stock	3,483	3,383
	Net (increase)/decrease	10	(100)

Inventories are valued at lower of cost and net realizable value

Note 26 : Employee Benefits Expenses

Sr. No	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
(i)	Salaries and wages (Including Directors' Remuneration) (Refer note (26A))	5,795	4,689
(ii)	Contributions to Provident Fund	26	29
(iii)	Contributions to ESIC	16	22
(iv)	Contributions to Labour Welfare Fund	0	0
(v)	Contributions to Gratuity	77	60
(vi)	Staff welfare expenses	49	15
	Total	5,963	4,816

*Wherever the amount is '0', it denotes value less than ₹50,000/- as all value is rounded off to the nearest ₹ 1 Lakh.

Note 26 (A) : Details of Managerial Remuneration:

Sr. No	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
	Managerial Remuneration	345	168
	Total	345	168

Note 27 : Finance Cost

Sr. No	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
(i)	Interest expense on Borrowings	343	539
(ii)	Other borrowing costs	26	160
	Total	369	699

Note 28 : Other expenses

Sr. No	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
(i)	Rent including Lease Rentals	38	15
(ii)	Repairs and Maintenance	266	392
(iii)	Insurance	137	84
(iv)	Communication	170	151
(v)	Travelling and Conveyance	132	224
(vi)	Electricity Expenses	67	148
(vii)	Freight and Forwarding	2	2
(viii)	Advertisement Expenses	172	6
(ix)	Legal, Professional & Other Outsourcing Charges	1,950	1,481

Sr. No	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
(x)	Payments to Auditors (Refer Note 28.A below)	15	12
(xi)	Rates and Taxes	286	227
(xii)	Commission & Brokerage	603	517
(xiii)	Security Charges	225	183
(xiv)	Printing & Stationery Expenses	8	8
(xv)	Business Promotion Expenses	44	51
(xvi)	Office Expenses	122	213
(xvii)	Sundry Balance Written off	47	107
(xviii)	Miscellaneous Expenses	172	392
	Total	4,456	4,212

Note 28 (A): Payment to Auditors

Sr. No	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
	Payments to the Auditors		
(a)	For Statutory Audit	13	10
(b)	For Taxation Matters	2	2
	Total	15	12

Note 29 : Component of Other Comprehensive Income

Sr. No	Particulars	For the year ending March 31, 2021	For the year ending March 31, 2020
	Items that will not be reclassified to profit or loss		
	Actuarial Gain/(Loss) on Gratuity	(76)	(25)
	Total	(76)	(25)

Note 30: Earning Per Shares

Sr. No.	Particular	2020-21	2019-20
A	Weighted average number of equity shares of ₹ 5/- each		
I	Number of shares at the beginning of the year (nos) of ₹ 5/- each (Previous Year of ₹5/- each)	50,205,528	50,205,528
II	Number of Shares at the end of the year (Nos) of ₹5/- each	50,705,528	50,205,528
III	Outstanding Equity Share Warrants	3,500,000	-
IV	Weighted average number of equity shares of ₹ 5/- each (Previous Year of ₹5/- each) outstanding during the year (Nos) for basic EPS	50,247,195	50,205,528
V	Weighted average number of equity shares of ₹ 5/- each for Dilutive EPS	53,747,195	50,205,528
B	Net Profit after tax available for equity shareholders (In ₹ Lakh)	1,922	1,922
C	Basic income as per share (in rupees) [B/A (IV)]	3.82	3.83
D	Diluted income per share (in rupees) [B/A(V)]	3.58	3.83

Note 31 : Contingent Liabilities and commitment
Contingent liabilities (to the extent not provided for)

(₹ in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Bank Guarantees issue	693	640
Income Tax (Litigation)	51	51
Total	744	691



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