

**September 01, 2017**

To,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai- 400 051  
**Scrip Code – ADSL**

To,  
The Corporate Relationship Department,  
**BSE Limited**  
P.J. Towers, Dalal Street,  
Mumbai - 400 001  
**Scrip Code 532875**

Dear Sir / Madam,

**Sub.: Notice of Annual General Meeting of the Company to be held on Wednesday, September 20, 2017**

With reference to the captioned subject, please note that the 23<sup>rd</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on **Wednesday, September 20, 2017 at 04.00 P.M.** at Walchand Hirachand Hall, 4<sup>th</sup> Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate, Mumbai – 400020 to transact the business as set out in the Notice of AGM enclosed herewith and Register of Members will be closed from Wednesday, September 13, 2017 to Wednesday, September 20, 2017 (both days inclusive) for the purpose of the Annual General Meeting.

Kindly take the same on your record and oblige.

Yours faithfully,  
For Allied Digital Services Limited



**CS Neha Bagla**  
**Company Secretary & Compliance Officer**  
**Membership No.: A432254**



Place: Mumbai  
Enl: a/a

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## NOTICE

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**NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF ALLIED DIGITAL SERVICES LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 20, 2017 AT 04:00 P.M., AT WALCHAND HIRACHAND HALL, 4TH FLOOR, IMC BUILDING, INDIAN MERCHANT CHAMBER MARG, CHURCHGATE, MUMBAI-400020 TO TRANSACT THE FOLLOWING BUSINESS:**

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### ORDINARY BUSINESS:

1. To consider and adopt:
  - the audited financial statements of the Company for the financial year ended March 31, 2017 along with the reports of the Board of Directors and the Auditors thereon; and
  - the audited consolidated financial statement of the Company and its subsidiaries for the financial year ended March 31, 2017 along with the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Prakash Dhanji Shah (DIN: 00189842), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment;
3. To ratify the appointment of M/s. Shah & Taparia, Chartered Accountants (Firm Registration Number 109463W), as Statutory Auditors of the Company to hold office from conclusion of ensuing Annual General Meeting and till conclusion of the next Annual General Meeting.

### SPECIAL BUSINESS:

4. To appoint Mr. Paresh Bipinchandra Shah (DIN:05117129) as Executive Director & Chief Executive Officer and to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and based on recommendation of the Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to the appointment of Mr. Paresh Bipinchandra Shah (DIN: 05117129) as an Executive Director & Chief Executive Officer of the Company for a period of 3 years with effect from November 05, 2016 to November 04, 2019, on a remuneration not exceeding ₹ 11.96 Lakhs per annum and that the such Director shall also be entitled for the perquisites as per the details given in explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary the remuneration and perquisites, as specified aforesaid, to the extent as may be considered appropriate and necessary by the Board of Directors in mutual consultation with Mr. Paresh Bipinchandra Shah, Executive Director & Chief Executive Officer and further authorised to take all such actions and do all such things as may be deemed necessary, desirable and expedient for giving effect to the above resolution.

**RESOLVED FURTHER THAT** in case if the Company has no profits or profits are inadequate, the aforesaid remuneration by way of salary, perquisites, allowances, incentives etc. shall be treated as minimum remuneration payable to Mr. Paresh Bipinchandra Shah, Executive Director & Chief Executive Officer, subject to the approval of Central Government and/or other concerned authorities, if any.”

### Notes:

- a. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4 of the accompanying Notice are annexed hereto. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings of issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, person seeking re-appointment as Director is also annexed.
- b. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company.**

In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the Registered Office of the Company not later than FORTY-EIGHT hours before the commencement of the meeting.

- c. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such person shall not act as proxy for any other Member.
- d. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
- e. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 13, 2017 to Wednesday, September 20, 2017 (both days inclusive).
- f. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID / Client ID / Folio No.
- g. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
- h. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company during business hours upto the date of the Meeting.
- i. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
- j. Members holding shares in electronic (dematerialised) form are advised to send the request/(s) for change pertaining to their bank details, National Electronic Service (NECS), Electronic Clearing Service (ECS), Mandates, Nomination, Power of Attorney, Change of Address, Change of Name, Email Address, Contact Numbers etc. to their respective Depository Participant (DP). 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. The Company or its Registrars cannot act on any such requests received directly from the members holding shares in electronic form.
- k. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account/(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
- l. Pursuant to the requirements of Corporate Governance Code under the Listing Regulations 2015, the information/ a brief profile about the Director/(s) proposed to be appointed/ re-appointed at the AGM is given in the Annexure to this Notice.
- m. 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 [www.allieddigital.net](http://www.allieddigital.net), the information on dividends which remain with the Company unclaimed as on September 26, 2016 i.e. the date of the last Annual General Meeting. The information is also available on the website of the Ministry of Corporate Affairs [www.mca.gov.in](http://www.mca.gov.in).
- n. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company atleast 7 days before the AGM to enable the Company to keep the information ready at the AGM.

The Notice of the AGM along with the Annual Report for FY 2016-17 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are also requested to register their email addresses with the Registrar & Transfer Agent of the Company.

### E-voting:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("remote e-voting") will be provided by Central Depository Services Limited.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on **Sunday, 17<sup>th</sup> September, 2017 (09:00 a.m. IST)** and ends on **Tuesday, 19<sup>th</sup> September, 2017 (05:00 p.m. IST)**. During this period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, 13<sup>th</sup> September, 2017**, may cast their vote by remote e-voting. The remote e-voting module will be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on **Wednesday, 13<sup>th</sup> September, 2017** and as per the Register of Members of the Company.

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 e-voting process and physical ballot process in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.allieddigital.net](http://www.allieddigital.net) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the resolutions at the Annual General Meeting of the Company and will also be communicated to **BSE Limited and National Stock Exchange of India Limited**, where the shares of the Company are listed.

### The process and manner for remote e-voting are as under:

#### For Members whose e-mail addresses are registered with the Company/Depositories:

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.
- iii. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the demat account / folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the Name in CAPITAL letter. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- vi. After entering these details appropriately, click on “**SUBMIT**” tab.
- vii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the **EVSN** for the ‘**Allied Digital Services Limited**’.
- x. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xii. After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xiii. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xvii. Note for Non-Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

**Nitin Shah  
Chairman & Managing Director  
DIN: 00189903**

**Mumbai  
August 11, 2017**

**Registered Office:**

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

**CIN:** L72200MH1995PLC085488

**Website:** [www.allieddigital.net](http://www.allieddigital.net)

**Email:** [investors@allieddigital.net](mailto:investors@allieddigital.net)

**Tel:** +91 22 6681 6400

**Fax:** +91 22 2206 4170

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

### ITEM NO. 4

Mr. Paresh Shah is associated with the Company as a Whole-Time Director and Chief Executive Officer (CEO) since December 15, 2009. Mr. Paresh Shah was appointed as the Director of the Company w.e.f. November 05, 2016. Hence, he has been associated with the Company more than 7 years and well acquainted with the business of the Company.

Under his supervision and guidance the Company achieved its business targets and successfully implemented various Projects.

Further, your Board of Directors on recommendation of the Nomination and Remuneration Committee, and subject to the approval of the Members at the ensuing Annual General Meeting, at their meeting held on November 04, 2016 appointed Mr. Paresh Shah as Executive Director & Chief Executive Officer (CEO) for a period of 3 years with effect from November 05, 2016 to November 04, 2019.

Mr. Paresh Shah is a Post Graduate Diploma in Business, MBA; Business Dynamics, MS Computer Science from US, BE (Hon) Electronics Engineering, with rich experience of more than 29 years in the field of IT. Prior to this Mr. Paresh Shah acted as Global Practice Head, Enterprise Technologies for Wipro.

An abstract of the terms of appointment of Mr. Paresh Shah as Executive Director and CEO as contained in the Board Resolution and Memorandum of Interest is set out below:

1. Mr. Paresh Shah shall perform the duties subject to the superintendence, control and direction of the Board of Directors of the Company.
2. Period of Appointment shall be from November 05, 2016 to November 04, 2019.
3. In consideration of the performance of his duties, Mr. Paresh Bipinchandra Shah shall be entitled to receive remuneration and other terms of appointment are as stated here in below:-
  - A. Basic Salary: ₹ 55500/- per month.
  - B. House Rent Allowance: ₹ 27750/- per month.
  - C. Medical Reimbursement: As per the rules of the Company, subject to maximum upto ₹ 1250/- per month.
  - D. Encashment of Privilege Leave: At the end of tenure as per Company's rules.
  - E. Other perquisites: The said Executive Director & CEO shall be entitled to following perquisites:
    - i. Special allowance: ₹ 10574/- per month
    - ii. Conveyance allowance: ₹ 1600/- per month
    - iii. Reimbursement of other expenses like Car Repair & Maintenance/ Car Parking/Car Expenses (Petrol & Drivers Salary) upto maximum of ₹ 20,000/- per month.
  - F. Minimum remuneration: Notwithstanding anything mentioned in this part, during the currency of the tenure of the Executive Director & CEO, where the Company has no profits or its profits are inadequate, the Company shall pay him by way of salary and perquisites not exceeding the limits specified above.
  - G. Sitting Fees: The Executive Director & CEO, so long as he functions as such, will not be entitled to any sitting fees for attending meetings of the Board of Directors or committee thereof.
  - H. Notice period: The Appointment may be terminated at any time by either party hereto by giving to the other 3 months notice in writing for such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Executive Director & CEO shall not be entitled to any compensation.
  - I. Cessation of director: If Mr. Paresh Shah ceases to be a CEO of the Company, he shall cease to be Executive Director of the Company.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 disclosures pertaining to the appointment of Executive Director & Chief Executive Officer of the Company are as under:

<b>Name of the Director</b>	Mr. Paresh Bipinchandra Shah
<b>Age</b>	50 years
<b>Date of appointment on the Board</b>	November 05, 2016
<b>Term</b>	Three years from the date of appointment
<b>Education Qualification</b>	PGD in Business, MBA; Business Dynamics, MS Computer Science, BE (Hon) Electronics Engineering
<b>Background details, Recognition or awards and Experience &amp; Expertise</b>	<p><b>Experience &amp; Expertise</b></p> <p>Rich Experience in Information Technology, Expertise in Technology Consultancy</p> <p><b>Award &amp; Recognition</b></p> <ul style="list-style-type: none"> <li>- Digital Transformational Leaders Awards-Infrastructure awarded by Cebit India</li> <li>- Most promising Entrepreneur in APAC awarded by Enterprise Asia</li> </ul>
<b>Shareholding in the Company</b>	Nil
<b>Terms and Condition of appointment (Other brief terms also required to be stated)</b>	<ul style="list-style-type: none"> <li>- He shall not take up any full or part time employment or assignment, remunerative or honorary or be interested directly or indirectly in any other trade or business during his employment with the company.</li> <li>- During his employment with the company he may come across of companies' plans, policies, undisclosed records designs and/ or strategies which are confidential in nature and he requires to maintain its confidentiality.</li> <li>- During his employment with the company he shall not disclose directly or indirectly any document about the company or its associate or subsidiary in public or use logo or trademark of the company.</li> </ul> <p>He shall be liable to retire by rotation.</p>
<b>Details of Remuneration sought to be paid</b>	₹ 11.96 Lakhs
Remuneration last drawn	₹ 11.60 Lakhs
Number of Meetings attended during the year	Four
<b>Relationship with other Director, Manager and other Key Managerial Personnel of the Company</b>	Mr. Paresh Bipinchandra Shah does not have any relationship with other Directors, Manager and other Key Managerial Personnel of the Company. The Executive Director has no pecuniary relationship with the Company apart from the receipt of remuneration and perquisites entitled as a Executive Director & Chief Executive Officer of the Company
<b>Other membership/Chairmanship of Committees of the Boards</b>	Nil
<b>Directorship in other Indian Public Limited Companies as on 31<sup>st</sup> March 2017</b>	Nil



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 since 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.	<b>Financial performance based on the given indicators</b>	Financial performance based on the Audited Accounts for the year ended 31 <sup>st</sup> March, 2017 is as under:	
		Sales	₹ 7810 Lakhs
		Profit after Tax	₹ 224 Lakhs
		Asset Turnover Ratio	7.9
		Current Ratio	1.55
		Profit to Net Sales	2.87%
5.	Export performance and net foreign exchange realisation	The total export sales realised during the year at the year ended March 31, 2017 amounts to ₹ 2733 Lakhs	
6.	Foreign investments or collaborations, if any	The Company' total investment as on 31 <sup>st</sup> March, 2017 in its foreign Subsidiary Companies is ₹ 14742 Lakhs.	
II		Information about the appointee	
1.	Background details	Mr. Paresh Shah has more than 29 years of Experience in Information Technology Industry.	
2.	Recognition or awards	- Digital Transformational Leaders Awards-Infrastructure awarded by Cebit India - Most promising Entrepreneur in APAC awarded by Enterprise Asia	
3.	Job profile and his suitability	The Director & CEO is responsible and accountable for the overall management of the Company.	
4.	Comparative remuneration profile with respect of industry, size of the company, profile with the position and person.	The proposed remuneration of the Director & CEO is comparable with the other companies in the Industries.	
5.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Paresh Shah, Director & CEO is neither Promoter of the Company and nor related to any Promoters/ Managerial Personnel of the Company.	
III		Other information*	
1.	Reasons of loss or inadequacy of profits	Though the Company has made profit during the year, Company is expected to perform better in coming years and the productivity and profits are expected to be improved.	
2.	Steps taken or proposed to be taken for improvement		
3.	Expected increase in productivity and profits in measurable items		

As per the provisions of Section 196, 197, 198, 203 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act, it would be necessary to seek approval of members to the said appointment by way of special resolution. Hence, resolution mentioned under Item No. 4 of the notice is proposed to seek your consent.

Except Mr. Paresh Shah no other Directors, Key Managerial Personnel and their relatives shall be deemed to be concerned or interested in the above resolution.

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

**Nitin Shah  
Chairman & Managing Director  
DIN: 00189903**

**Mumbai  
August 11, 2017**

**Registered Office:**

Premises No. 13A, 13<sup>th</sup> Floor, Earnest House,  
NCPA Road, Block No. III, Back Bay Reclamation,  
Nariman Point, Mumbai 400 021  
CIN: L72200MH1995PLC085488  
Website: [www.allieddigital.net](http://www.allieddigital.net)  
Email: [investor@allieddigital.net](mailto:investor@allieddigital.net)  
Tel: +91 22 6681 6400  
Fax: +91 22 2206 4170

## ANNEXURE TO ITEMS 2:

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting of the Company.

[In pursuance of Regulation 36 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

<b>Name of the Director</b>	<b>Mr. Prakash Shah</b>
Director Identification Number (DIN)	00189842
Date of Birth	18/04/1962
Age	55 years
Nationality	Indian
Date of Appointment on Board	1 <sup>st</sup> September, 2016
Qualification	Bachelor Degree in Commerce, Diploma in Computer Management
Expertise in specific functional areas	Finance, Taxation and Accounts
Shareholding in Allied Digital Services Limited	8178348 Shares
List of Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. En Pointe Technologies Private Limited</li> <li>2. Assetlite Equipments India Private Limited</li> <li>3. Allied CNT Solutions Private Limited</li> <li>4. Allied-eCop Surveillance Private Limited</li> </ol>
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Allied Digital Services Limited	The Director is the Member of Audit Committee and Stakeholders Relationship Committee in the Company.
Relationships between the Directors inter-se	The appointee is the brother of Mr. Nitin Shah, Chairman and Managing Director
Details of Remuneration sought to be paid	₹ 26.53 Lakhs
Remuneration last drawn	₹ 29.38 Lakhs
Number of Meetings attended during the year	Five

## Form No. MGT 11 Proxy Form

<b>Name</b>	
<b>Address</b>	
<b>Email Id</b>	
<b>DP ID / Client ID / Folio No</b>	

I/We, being the member(s) of \_\_\_\_\_ Shares of Allied Digital Services Limited, hereby appoint:

1. Name:.....  
Address.....  
Email ID.....  
Signature: ....., or failing him/her.
2. Name:.....  
Address.....  
Email ID.....  
Signature: ....., or failing him/her.
3. Name:.....  
Address.....  
Email ID.....  
Signature: ....., or failing him/her.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company to be held on Wednesday, 20<sup>th</sup> September, 2017 at 04.00 PM at Walchand Hirachand Hall, 4<sup>th</sup> Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Resolution	For	Against	Abstain
<b>Ordinary Resolutions</b>				
1.	To consider and adopt the audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2017 along with the reports of the Board of Directors and the Auditors thereon.			
2.	To re-appoint Mr. Prakash Shah (DIN: 00189842), retiring by rotation and who has offered himself for re-appointment.			
3.	To ratify the appointment of M/s. Shah & Taparia (FRN: 109463W) as Statutory Auditor of the Company.			
<b>Special Resolution</b>				
4.	To appoint Mr. Paresh Bipinchandra Shah (DIN:05117129) as Executive Director & Chief Executive Officer			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Notes:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Premises No 13A, 13th Floor, Earnest House, NCPA Road, Block III, Nariman Point, Mumbai - 400 021, not less than 48 hours before the commencement of the Meeting.
2. Proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Affix ₹ 1.00 Revenue Stamp
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## ATTENDANCE SLIP

(To be presented at the entrance)

I/We hereby record my/our presence at the 23<sup>rd</sup> ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, 4<sup>th</sup> Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020, on Monday, 20<sup>th</sup> September, 2017 at 04.00 P.M.

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	
No. of Shares held	

\*Applicable to Shareholders holding shares in electronic form

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Signature of Shareholder/Proxy

Note: Please fill the attendance slip and hand it over at the entrance of the Meeting Hall.

### DETAILS OF VENUE OF THE ANNUAL GENERAL MEETING

**Address:** Walchand Hirachand Hall, 4<sup>th</sup> Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate Mumbai – 400 020

**Landmark:** Near Churchgate Station

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Route Map to the Venue of the AGM

