

Date: August 20, 2021

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 27th Annual General Meeting of the Company to be held on Monday, September 13, 2021, "Record Date" and "Dividend Payment"

With reference to the captioned subject, please note that the 27th Annual General Meeting ("AGM") of the Company is scheduled to be held on Monday, September 13, 2021 at 02:00 P.M. through VC and OVAM in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India to transact the business as set out in the Notice of AGM enclosed herewith.

The Details such as manner of (i) registering / updating email address, (ii) casting vote through e-voting and (ii) attending the AGM through VC/OAVM has been set out in the notice of AGM

The Register of Members will be closed from Tuesday, September 07, 2021 to Monday, September 13, 2021 (both days inclusive) for the purpose of the Annual General Meeting.

The Company has fixed Monday, September 06, 2021 as the "Record Date" for the purpose of determining the members eligible to receive dividend for the financial year 2020-21. The dividend, if declared at the AGM, will be paid before October 12, 2021.

Kindly take the same on your record and oblige.

Yours faithfully,

For Allied Digital Services Limited


Prakash Shah
Whole-time Director
DIN: 00189842



Place: Mumbai

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@rathindassociates.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	-	-	-	-	- 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			-	-