

September 12, 2019

To,
Department of Corporate Service
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 532875

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051
Symbol: ADSL

Dear Sir/ Madam,

Subject: Submission of the declaration of voting results along with scrutinizers report on resolutions as set out in notice of 25th Annual General Meeting of the company held on Tuesday, September 10, 2019.

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 25th Annual General Meeting ('AGM') of the Company was convened on Tuesday, September 10, 2019 at Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate, Mumbai – 400 020 at 4.00 p.m. to seek the approval of members of the Company on the resolutions c as set out in Notice dated May 29, 2019.

Further, pursuant to the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management & Administration) Amendment Rules, 2016, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has provided facility to the members to vote electronically by remote e-voting (prior to the date of AGM) and also by physical ballot (at the venue of AGM) on the subsequent resolutions and had appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No.	Particulars	Type of Resolution (Ordinary/Special)	% of shares voted 'in favour' of the resolution	% of shares voted 'against' the resolution
1.	To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2019 along with the reports of the Board of Directors' and the Auditors thereon	Ordinary	100.00	0.00

Registered Office: Allied Digital Services Limited, Premises No. 13A, 13th Floor, Earnest House, Back Bay Reclamation, NCPA Road, Block III, Nariman Point, Mumbai - 400 021.

2.	To appoint a Director in place of Mr. Nehal Nitin Shah (DIN: 02766841) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	99.77	0.23
3.	To re-appoint M/s. Shah and Taparia, Chartered Accountants (FRN:109463W) as Statutory Auditors of the Company for a period of 5 years to hold office upto the Annual General Meeting to be held in the financial year ending on March 31, 2024	Ordinary	100.00	0.00
4.	Approval to enter into contracts/ arrangements Allied Digital Services, LLC, pursuant to Section 188 of the Companies Act, 2013 and Regulations 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.	Ordinary	100.00	0.00

Accordingly, I, Nitin Shah, Chairman and Managing Director, declare that all the 4 (Four) resolutions, as set out in the Notice of the 25th Annual General Meeting of the Company, have been passed with requisite majority by the Members of the Company.

Further, in accordance with the provision of Regulation 44 of Listing Regulations, 2015, please find enclosed the details of the voting results in the prescribed format for your information and records

Kindly take the above on record

For **Allied Digital Services Limited**



Nitin Shah
Chairman and Managing Director
DIN: 00189903

Encl: As above.

Allied Digital Services Limited								
Resolution Required : (Ordinary)			1 To consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019 along with the reports of the Board of Directors' and the Auditors' thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 along with the report of the Auditors' thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	20605779	20477839	99.3791	20477839	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20477839	99.3791	20477839	0	100.0000	0.0000
Public Institutions	E-Voting	20000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	29579749	83371	0.2819	83371	0	100.0000	0.0000
	Poll		2856	0.0097	2856	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86227	0.2916	86227	0	100.0000	0.0000
Total		50205528	20564066	40.9598	20564066	0	100.0000	0.0000



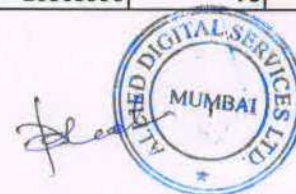
Allied Digital Services Limited								
Resolution Required : (Ordinary)			2 - For appointment of Mr. Nehal Nitin Shah (DIN: 02766841), who retired by rotation at the 25th Annual General Meeting and being eligible, had offered himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20605779	20477839	99.3791	20477839	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20477839	99.3791	20477839	0	100.0000	0.0000
Public Institutions	E-Voting	20000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	29579749	83371	0.2819	36801	46570	44.1412	55.8588
	Poll		2856	0.0097	2856	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86227	0.2916	39657	46570	45.9914	54.0086
Total		50205528	20564066	40.9598	20517496	46570	99.7735	0.2251



Allied Digital Services Limited								
Resolution Required : (Ordinary)			3 - To re-appoint M/s Shah and Taparia, Chartered Accountants (FRN: 109463W) as Statutory Auditors of the Company for a period of five years i.e. from conclusion of the 25th Annual General Meeting until the conclusion of 30th Annual General Meeting of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20605779	20477839	99.3791	20477839	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20477839	99.3791	20477839	0	100.0000	0.0000
Public Institutions	E-Voting	20000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	29579749	83371	0.2819	83301	70	99.9160	0.0840
	Poll		2856	0.0097	2856	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86227	0.2916	86157	70	99.9188	0.0812
Total		50205528	20564066	40.9598	20563996	70	99.9997	0.0003



Allied Digital Services Limited								
Resolution Required : (Special)			4 - For approval to enter into contracts / arrangements with Allied Digital Services, LLC, 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 Regulations 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20605779	20477839	99.3791	20477839	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20477839	99.3791	20477839	0	100.0000	0.0000
Public Institutions	E-Voting	20000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	29579749	83371	0.2819	83301	70	99.9160	0.0840
	Poll		2856	0.0097	2856	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86227	0.2916	86157	70	99.9188	0.0812
Total		50205528	20564066	40.9598	20563996	70	99.9997	0.0003



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

September 11, 2019

The Chairman
Allied Digital Services Limited
Premises No.13A,
13th Floor, Earnest House,
Backbay Reclamation,
NCPA Road, Block III,
Nariman Point,
Mumbai - 400 021

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at the 25th Annual General Meeting of the Members of Allied Digital Services Limited held on 10th September, 2019

Allied Digital Services Limited ("the Company") at their Board meeting held on 29th May, 2019, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated 29th May, 2019 of 25th Annual General Meeting of the Company held on 10th September, 2019 ("the AGM"), as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical voting through ballots on the resolutions as contained in the aforesaid Notice of the 25th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports



generated from the remote e-voting system of Central Depository Services (India) Limited ("CDSL"), the agency engaged by the Company to provide remote e-voting facility and physical voting through ballots as provided by Link Intime India Private Limited.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 25th Annual General Meeting was sent to the Members by permitted means for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution;
 - (a) To consider and adopt the audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 along with the Reports of the Board of Directors and Auditors thereon.
 - (b) To consider and adopt the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 along with the Report of Auditors thereon.
2. **Resolution No. 2** as an Ordinary Resolution for appointment of Mr. Nehal Nitin Shah (DIN: 02766841), who retired by rotation at the 25th Annual General Meeting and being eligible, had offered himself for re-appointment.
3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of M/s Shah and Taparia, Chartered Accountants (Firm Registration Number: 109463W) as Statutory Auditors of the Company for a period of five years i.e. from conclusion of the 25th Annual General Meeting until the conclusion of 30th Annual General Meeting of the Company.
4. **Resolution No. 4** as an Ordinary Resolution for approval to enter into contracts/arrangements with Allied Digital Services, LLC, a "Related Party" 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 Disclosures Requirements) Regulations, 2015.

The Company provided remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions for the members of the Company. The Company had also made available physical ballots at the 25th AGM to enable the members to cast their votes on the aforesaid resolutions.



Remote e-voting facility was made available to Shareholders of the Company to exercise their voting rights from 9:00 a.m. of Saturday, 7th September, 2019 upto 5.00 p.m. of Monday, 9th September, 2019. Accordingly, e-votes casted upto 5.00 p.m. of Monday, 9th September, 2019 have been considered for my scrutiny.

After the conclusion of the 25th Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Khodidas Nile and Mr. Abhishek Bharadwaj and thereafter remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Shimony Jain and Ms. Rashi Shah.

The results of the voting by members through remote e-voting and physical ballots at the 25th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP NO. 3030**



ANNEXURE

The summary of the votes cast through physical ballots and through remote e-voting confirmations received for each of the resolutions is given below:

For Resolution 1 as an Ordinary Resolution:

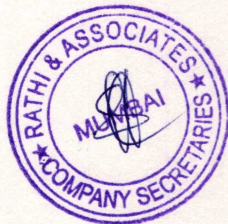
- (a) To consider and adopt the audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 along with the Reports of the Board of Directors and Auditors thereon.
- (b) To consider and adopt the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 along with the Report of Auditors thereon:

Sr. No.	Particulars	Resolution 1	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	67	2,856
b.	Remote e-voting confirmations received	39	2,06,88,650
	Total	106	2,06,91,506
c.	Less: Invalid Ballots/Remote e-voting confirmations	1	1,27,440
d.	Net Valid Physical Ballot Forms/Remote e-Voting confirmations	105	2,05,64,066
	(i) Physical Ballot Forms/Remote e-voting confirmations with assent for the Resolution.	105	2,05,64,066
	% of Assent		100.00
	(ii) Physical Ballot Forms/Remote e-voting confirmations with dissent for the Resolution.	-	-
	% of Dissent		-



For Resolution 2 as an Ordinary Resolution for appointment of Mr. Nehal Nitin Shah (DIN: 02766841), who retired by rotation at the 25th Annual General Meeting and being eligible, had offered himself for re-appointment:

Sr. No.	Particulars	Resolution 2	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	67	2,856
b.	Remote e-voting confirmations received	39	2,06,88,650
	Total	106	2,06,91,506
c.	Less: Invalid Ballots/Remote e-voting confirmations	1	1,27,440
d.	Net Valid Physical Ballot Forms/Remote e-Voting confirmations	105	2,05,64,066
	(i) Physical Ballot Forms/Remote e-voting confirmations with assent for the Resolution.	100	2,05,17,496
	% of Assent		99.77
	(ii) Physical Ballot Forms/Remote e-voting confirmations with dissent for the Resolution.	5	46,570
	% of Dissent		0.23



For Resolution No. 3 as an Ordinary Resolution for re-appointment of M/s. Shah and Taparia, Chartered Accountants (Firm Registration Number: 109463W) as Statutory Auditors of the Company for a period of five years i.e. from conclusion of this Annual General Meeting until the conclusion of Thirtieth Annual General Meeting of the Company:

Sr. No.	Particulars	Resolution 3	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	67	2,856
b.	Remote e-voting confirmations received	39	2,06,88,650
	Total	106	2,06,91,506
c.	Less: Invalid Ballots/Remote e-voting confirmations	1	1,27,440
d.	Net Valid Physical Ballot Forms/Remote e-Voting confirmations	105	2,05,64,066
	(i) Physical Ballot Forms/Remote e-voting confirmations with assent for the Resolution.	104	2,05,63,996
	% of Assent		100.00*
	(ii) Physical Ballot Forms/Remote e-voting confirmations with dissent for the Resolution.	1	70
	% of Dissent		0.00*

*rounded off to nearest number

