A Global IT Transformation Architect.[™]



September 05, 2020

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

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 26th Annual General Meeting ('AGM') of the Company was convened on Thursday, September 03, 2020 through - Video Conference (VC) /Other Audio Visual Means (OAVM) at 02:00 P.M. IST to seek the approval of members of the Company on the resolutions as set out in Notice dated August 04, 2020.

The AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively "Circulars").

The Company had provided e-voting facilities under Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") to vote on the resolutions as per the Notice dated August 04, 2020 which commenced from Monday, August 31, 2020 at 09:00 am. and ended on Wednesday, September 02, 2020 at 05:00 p.m. The e-voting facility also remained opened during the 26th AGM on Wednesday, September 03, 2020 to enable those Members who could not vote through remote e-voting to vote on the following resolutions 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.

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.



The Scrutinizer has submitted his consolidated scrutinizer's report on the voting through remote e-voting and e-voting at the time of the AGM, a copy of which is attached hereto. The summary of the voting results is as under:

Gr. No.	Particulars	Type of Resolution (Ordinary/Sp ecial)	% of shares voted 'in favour' of the resolution	% of shares voted 'against' the resolution
	the distance of the distance o	Ordinary	100	0.00
1.	(a)To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 comprising of the Audited Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year from April 1, 2019 to March 31, 2020 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) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, comprising of	Ordinary		
	the Audited Consolidated Balance Sheet as at March 31, 2020, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the Financial Year from April 1, 2019 to March 31, 2020 including its Schedules and the Notes attached thereto and forming part thereof along with the report of the Statutory Auditors thereon.			
2.	For declaration of dividend on equity shares of the Company for the Financial Year 2019-20	Ordinary.	100	0.00
3.	For appointment of Mr. Nehal Nitin Shah (DIN: 02766841), who retires by rotation at the 26th Annual General Meeting and being eligible, had offered himself for re-appointment, as Director of		100	0.00
4.	the Company: For revision in remuneration of Mr. Nitin Dhanj Shah (DIN: 00189903), Chairman and Managing Director of the Company, for the Financial Year	3	98.24	1.76



	2020-21 i.e. from 1st April 2020 to 31st March 2021			
5.	For revision in remuneration of Mr. Prakash Shah (DIN: 00189842), Whole-time Director of the Company for the Financial Year 2020-21 i.e. from 1st April 2020 to 31st March 2020:	Special	99.27	0.73
6.	For appointment of Mr. Milind Madhav Kamat (DIN: 01772084) who was appointed by Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from June 11, 2020 to hold office upto the date of 26th Annual General Meeting, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years commencing from June 11, 2020 up to June 10, 2025	Ordinary	100	0.00
7.	For introduction and implementation of "ADSL – Employees Stock Option Plan 2020" ("ESOP – 2020") to create, grant, offer, issue and allot at any time in one or more tranches, such number of stock options convertible into Equity Shares of the Company ("Options"), in one or more tranches, not exceeding 40,00,000 Equity Shares of face value of Rs. 5/- each, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP-2020, and all provisions of applicable laws, and granting of	Special	100	0.00
	powers to the Board of Directors to deal with the matters related thereto			
8.	For extending the benefits of 'ADSL –Employees Stock Option Plan 2020' ("ESOP- 2020") to such persons who are in permanent employment of the Holding Company and its Subsidiaries Company(ies) whether working in India or outside India, and to the Directors of the Holding Company or its Subsidiary Companies, and to such persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time and granting of powers to the Board of Directors to deal with the matters related thereto	Special	100	0.00
9.	For grant of options to identified employees under 'ADSL - Employees Stock Option Plan 2020 (ESOP –	Special	98.96	1.04



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	2020) during any one year, equal to or exceeding one percent but not exceeding two percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options in one or more tranches, on such terms and in such manner as stated in "ADSL - Employees Stock Option Plan 2020"			
10.	For approval to the Board of Directors to enter into contracts/arrangements with Allied Digital Services LLC, a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and the SEBI LODR, for sale, purchase or supply of any goods or materials and availing or rendering of any services	Ordinary •	99.58	0.42
11.	For approval to the Board of Directors to create, offer, issue and allot upto 40,00,000 Equity Warrants, each convertible into or exchangeable for One equity share, at such price, aggregate of which not exceeding Rs. 10,00,00,000/- to Mr. Nitin Dhanji Shah, Promoter of the Company on a preferential basis	Special	98.30	1.70

Accordingly, I, Nitin Shah, Chairman and Managing Director, declare that all the 11 (Eleven) resolutions, as set out in the Notice of the 26th 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

4

Chairman and Managing Director

DIN: 00189903

Encl: As above.

			All	ied Digi	tal Services Lim	ited			
Resolution Required : (Ord			March 31 Flow State thereto a (b) To con March 31 Consolida	, 2020 comp ement for th nd forming p sider and ac , 2020, comp ted Profit &	lopt the Audited Standald rising of the Audited Bald ne Financial Year from Ap part thereof along with the dopt the Audited Consolid orising of the Audited Con Loss and Cash Flow State Notes attached thereto a	ance Sheet as at Mai ril 1, 2019 to March ne reports of the Boa dated Financial State nsolidated Balance S ement for the Finance	rch 31, 2020, th 31, 2020 included and of Directors ements of the G cheet as at Mar cial Year from A	ne Statement of Proficing its Schedules and the Statutory A Company for the Finarch 31, 2020, the Statutory I, 2019 to March	t & Loss and Cash If the Notes attached uditors thereon; and nicial Year ended ement of 131, 2020 including
Whether promoter/ promo agenda/resolution?	oter group are in	nterested in the				NO			
Category	Mode of Voting	No. of shares held	No of ve	otes polled	% of Votes Polled on outstanding shares	No. of Votes – in	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	E-Voting Poll			24697346 0	99.4846	24697346 0	0	100.0000	
Group	Postal Ballot	24825286	H	0		0	0		0.0000
	Total E-Voting			24697346		24697346 0			0.0000
Public Institutions	Poll	21028		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot Total			0 0		0			0.0000
	E-Voting Poll	and consideration and the second		347309 261107	1.3696 1.0296	347227 261107	82 0		0.0236 0.0000
Public Non Institutions	Postal Ballot	25359214	,	0 608416	0.0000	0	0	0.0000	
Total	Total	50205528		25305762	50.4043	25305680			0.0003



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			Allied D)igi	ital Services L	imited			
Resolution Required : (Ordi	nary)		2 - For declar	atio	n of dividend on equi	ty shares of the Co	ompany for the	Financial Year 2019-	20
Whether promoter/ promo agenda/resolution?	ter group are ir	iterested in the		æ.		N	10		
Category	Mode of Voting	No. of shares	No. of vot	es	% 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
	E-Voting		24697	346	99.4846	24697346	0	100.0000	0.0000
D t d D	Poll			0	0.0000	0	0	0.0000	0.0000
romoter and Promoter Group	Postal Ballot	24825286	2469734		0.0000 99.4846	0 2469734 6			0.0000
	E-Voting		24037	0	0.0000				0.0000
	Poll			0	0.0000				0.0000
Public Institutions	Postal Ballot	21028		0	0.0000		0	0.0000	0.0000
	Total			0	0.0000	0	0	0.0000	0.0000
	E-Voting		347	309	1.3696	347297	12	99.9965	0.0035
	Poll		261	107	1.0296	261107	0	100.0000	0.0000
Public Non Institutions	Postal Ballot	25359214		0 416	0.0000 2.3992	608404			
Total	Total	50205528	1		50.4043	25305750			







	-		Allied Digit	al Services Lir	nited			
Resolution Required : (Ordi		nterested in the		nt of Mr. Nehal Nitin S and being eligible, had	offered himse			
agenda/resolution? Category	Mode of Voting	No. of shares held	No. of votes	shares	– in favour	No. of Votes -Against	polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		24697346		24697346	0	100.0000	0.0000
Promoter and Promoter	Poll		C	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	24825286	24697346		0 24697346	0	0.0000	0.0000
	E-Voting		0		0	0	0.0000	0.0000
	Poll		C	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	21028	0		0	0	0.0000	. 0.0000
	E-Voting		347309	1.3696	347157	152	99.9562	0.0438
e.	Poll		261107	1.0296	261107	0	100.0000	0.0000
Public Non Institutions	Postal Ballot	25359214	608416		0 608264	0 152	0.0000 99.9750	
Total		50205528	25305762	50.4043	25305610	152	99.9994	0.0006





			Allied	Dig	gital Services Li	mited			
Resolution Required : (Spe			4 - For revisi Company, fo	on in o	remuneration of Mr. Ni Financial Year 2020-21 i	tin Dhanji Shah (D .e. from 1st April	IN: 00189903), 2020 to 31st M	Chairman and Mana	ging Director of the
Whether promoter/ prom agenda/resolution?	oter group are i	nterested in the				YES			
Category	Mode of Voting	No. of J						% of Votes in	
		No. of shares	No. of vo				No. of Votes	favour on votes	% of Votes agains
		held	polled		outstanding shares	in favour	-Against	polled	on votes polled
	EVoting	[1]	[2]		[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting Poll		2469		99.4846	24697346	0	100.0000	0.000
Promoter and Promoter Group	Poli	24825286		0	0.0000	0	0	0.0000	0.000
	Postal Ballot	24825286		0	0.0000	0	o	0.0000	0.0000
	Total		2469	7346	99.4846	24697346	0	100.0000	0.0000
	E-Voting			0	0.0000	0	0	0.0000	0.0000
Public Institutions	Poll	21028		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot Total			0	0.0000	0	0	0.0000	0.0000
	E-Voting			0	0.0000	0	0	0.0000	0.0000
100	Poll			7309	1.3696	162809	184500	46.8773	53.1227
Public Non Institutions	1011	25250244	261	.107	1.0296	810	260297	0.3102	99.6898
asia itali matitutions	Postal Ballot	25359214		0	0.0000	0	0	0.0000	0.0000
	Total			416	2.3992	163619	444797	26.8926	73.1074
ULAI		50205528	25305	762	50.4043	24860965	444797	98.2423	1.7577







			A 11:	d Dia	ital Camilana I :				
	100		AIIIE	ea Dig	ital Services Li	mitea			
Resolution Required : (Spec	cial)				muneration of Mr. Pra -21 i.e. from 1st April 2			e-time Director of the	Company for the
Whether promoter/ promo agenda/resolution?	oter group are in	nterested in the				YES			
Category	Mode of								
	Voting				% of Votes Polled			% of Votes in	
		No. of shares	No. of	otes	on outstanding	No. of Votes - in	No. of Votes	favour on votes	% of Votes against
	1 1	held	poll	ed	shares	favour	-Against	polled	on votes polled
	0	[1]	[2]		[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		24	697346	99.4846	24697346	0	100.0000	
romoter and Promoter	Poll			0	0.0000	0	0	0.0000	0.0000
		24825286							
0.046	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	Total		24	697346	99.4846	24697346	0	100.0000	0.0000
	E-Voting			0	0.0000	0	0	0.0000	0.0000
	Poli			0	0.0000	0	0	0.0000	0.0000
Public Institutions		21028							
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	Total			0	0.0000	0	0	0.0000	0.0000
<u>s</u>	E-Voting			347309	1.3696	162809	184500	46.8773	53.1227
	Poll			261107	1.0296	261107	0	100.0000	0.0000
Public Non Institutions		25359214							
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	Total			608416	2.3992	423916	184500	69.6754	30.3246
Total		50205528	25	305762	50.4043	25121262	184500	99.2709	0.7291







					gital Services I				
Resolution Required : (Or			office upto th	e dat	nt of Mr. Milind Madh r designated as an Ind e of 26th Annual Gene for a period of 5 (Five)	eral Meeting as an	or the Compan	y with effect from Ju	ne 11, 2020 to hold
Whether promoter/ promagenda/resolution?	oter group are i	nterested in the				NO			
Category	Mode of Voting	No. of shares held	No. of vot	es	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes	on rotes	% of Votes agains
	-	[1]	[2]		[3]={[2]/[1]}*100	[4]	-Against	polled	on votes polled
	E-Voting		2469	7346	99.4846	24697346	[5] 0	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter	Poll			0		0	0	100.0000	0.0000
Group	Postal Ballot	24825286		0	0.0000	0	0	0.0000	0.0000
	E-Voting		2469	-	99.4846	24697346	0	100.0000	0.0000
e.	Poll	8		0	0.0000	0	0	0.0000	0.0000
ublic Institutions		21028		0	0.0000	0	. 0	0.0000	0.0000
	Postal Ballot	21028		0	0.0000	0	0	0.0000	0.0000
	E-Voting		24	0 309	0.0000	0	0	0.0000	0.0000
	Poll	}		107	1.3696	347157	152	99.9562	0.0438
ublic Non Institutions		25359214	26.	10/	1.0296	261107	0	100.0000	0.0000
	Postal Ballot Total	-5555214		0	0.0000	0	0	0.0000	0.0000
otal	. J. Cal	F0205555	608		2.3992	608264	152	99.9750	0.0000
		50205528	25305	762	50.4043	25305610	152	99.9994	0.0250



			Allied	Di	gital Services	Limited			
Resolution Required : (Spe Whether promoter/ promagenda/resolution?		interested in the	Equity Shares value of Rs. 5, in accordance	of t - ea	on and implementatio and allot at any time he Company ("Option ich, at such price and h the ESOP-2020, and with the matters relat	in one or more tra is"), in one or more on such terms and all provisions of a	nches, such nue tranches, not conditions as i oplicable laws,	mber of stock option exceeding 40,00,000	s convertible into Equity Shares of fa
Category	Mode of								
outego.;	Voting	No. of shares	No. of vote	S	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes	% of Votes again
		[1]	[2]		[3]={[2]/[1]}*100	[4]	-Against	polled	on votes polled
	E-Voting		24697	346	99.4846	24697346	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*10
Promoter and Promoter	Poll	e		0	0.0000	0	0	100.0000	5.00
Group	Postal Ballot	24825286		0	0.0000	0	0	0.0000	0.00
	Total		246973	46	99.4846	24697346	0	100.0000	0.000
	E-Voting			0	0.0000	0	0	0.0000	0.000
Public Institutions	Poll	24000		0	0.0000	0	0	0.0000	0.000
done matitutions	Postal Ballot	21028		0	0.0000	0	0	0.0000	0.000
	Total			0	0.0000	0	0	0.0000	0.000
	E-Voting		3473	-	1.3696	347157	152	99.9562	0.043
Public Non Institutions	Poll	25359214	2611	07	1.0296	261107	0	100.0000	0.000
	Postal Ballot	L		0	0.0000	o	o	0.0000	0.000
otal	Total		6084	-	2.3992	608264	152	99.9750	0.000
Otal		50205528	253057	62	50.4043	25305610	152	99.9994	0.000





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			Allied	Di	gital Services	Limited			
Resolution Required : (Spe Whether promoter/ prom agenda/resolution?		nterested in the	or outside Inc	lia, a e to	the benefits of 'ADSL employment of the F and to the Directors o time be allowed, und granting of powers to	f the Holding Comp	any or its Subsidiari any or its Subsi rules and regula ors to deal with	es Company(ies) who diary Companies, and	ether working in Ind to such persons as
Category	Mode of Voting	No. of shares held	No. of vote	es	% of Votes Polled on outstanding shares	No. of Votes – in		% of Votes in favour on votes	% of Votes agains
	F.V. ··	[1]	[2]		[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	on votes polled
	E-Voting		24697	346	99.4846	24697346		100.0000	[7]={[5]/[2]}*100
Promoter and Promoter	Poll			0	0.0000	0	0	0.0000	0.000
Group	Postal Ballot	24825286	24697	0	0.0000	0	0	0.0000	0.000
-	E-Voting		24037.	0	99.4846	24697346	0	100.0000	0.000
	Poll			0	0.0000	0	0	0.0000	0.000
ublic Institutions		21028		-	0.0000	0	0	0.0000	0.0000
	Postal Ballot Total			0	0.0000	0	0	0.0000	0.0000
	E-Voting		3473	-	0.0000	0	0	0.0000	0.0000
	Poll	ŀ	2611	-	1.3696	346956	353	99.8984	0.1016
ublic Non Institutions		25359214	2011	-	1.0296	261107	0	100.0000	0.0000
	Postal Ballot Total			0	0.0000	0	0	0.0000	0.0000
otal		50205528	6084	_	2.3992	608063	353	99.9420	0.0580
		30203328	253057	62	50.4043	25305409	353	99.9986	0.0014





			Allied	l Di	gital Services	Limited			
Resolution Required : (Spe			9 - For grant o during any on (excluding out	f opt e yea stan	ions to identified emp or, equal to or exceedi ding warrants and cor erms and in such mar	ployees under 'ADSL ing one percent but i	not exceeding t	wo percent of the iss	ued capital
Whether promoter/ promoter pro	oter group are i	nterested in the				NO			
Category	Mode of Voting	No. of shares	No. of vote	es.	% of Votes Polled on outstanding	No. of Votes – in	No. of Votes	% of Votes in favour on votes	% of Votes against
		[1]	polled [2]	_	shares	favour	-Against	polled	on votes polled
	E-Voting		24697	346	[3]={[2]/[1]}*100 99.4846	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	Poll		21037	0	0.0000	24697346	0	100:000	0.0000
	Postal Ballot	24825286		0	0.0000	0	0	0.0000	0.0000
	Total		24697	346	99.4846	24697346	0	100.0000	0.0000
	E-Voting			0	0.0000	0	0	0.0000	0.0000
Public Institutions	Poll	21020		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	21028		0	0.0000	. 0	0	0.0000	0.0000
	E-Voting		3473	0	0.0000	0	0	0.0000	0.0000
	Poll	ŀ	2611	_	1.3696	344157	3152	99.0925	0.9075
ıblic Non Institutions	Postal Ballot	25359214	201.	0	1.0296 0.0000	810	260297	0.3102	99.6898
200	Total		6084	16	2.3992	344967	263449	56.6992	0.0000
otal		50205528	253057	62	50.4043	25042313	263449	98.9589	43.3008 1.0411







	Allied Digital Services Limited							
Resolution Required : (Ordinary) Whether promoter/ promoter group are interested in the agenda/resolution?			10 - For appro	oval to the Board of Directors to enter into contracts/arrangements with Allied Digital a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and the SEBI e, purchase or supply of any goods or materials and availing or rendering of any services YES				
Category	Mode of Voting	No. of shares	No. of votes	shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against
	E-Voting	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
D	Poll		187650	0.7559	20,000	0	100.0000	0.0000
Promoter and Promoter Group		24825286	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot Total	- 1023200	0 187650	0.0000	0	0	0.0000	0.0000
	E-Voting		10/030	0.7559	187650	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		21028	4	0.0000	0	0	0.0000	0.0000
	Postal Ballot Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		347309	0.0000	0	0	0.0000	0.0000
	Poll	ŀ	261107	1.3696	343956	3353	99.0346	0.9654
Public Non Institutions		25359214	20110/	1.0296	261107	0	100.0000	0.0000
	Postal Ballot Total		0 608416	0.0000	0	0	0.0000	0.0000
Total		50205528	796066	2.3992	605063	3353	99.4489	0.5511
		50203020	730000	1.5856	792713	3353	99.5788	0.4212





	Allied Digital Services Limited								
Resolution Required : (Special) Whether promoter/ promoter group are interested in the			convertible into	0 0	to the Board of Direc r exchangeable for O Mr. Nitin Dhanji Shal	ne equity share, a n, Promoter of the	t such price, ag	gregate of which not	uity Warrants, each exceeding Rs.
agenda/resolution? Category	Mode of			П					
	Voting			-	% of Votes Polled			% of Votes in	
		No. of shares	No. of votes		on outstanding	No. of Votes -	No. of Votes	favour on votes	% of Votes against
		held	polled	_	shares	in favour	-Against	polled	on votes polled
		[1]	[2]	_	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		2469734	6	99.4846	24697346	0	100.0000	0.0000
Promoter and Promoter	Poll			0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	24825286		0	0.0000	0	0	0.0000	0.0000
	Total		2469734	6	99.4846	24697346	0	100.0000	0.0000
	E-Voting			0	0.0000	0	0	0.0000	0.0000
D 1 0 1 10 11	Poll			0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	21028		0	0.0000	. 0	0	0.0000	0.0000
	E-Voting			0	0.0000	0	0	0.0000	0.0000
	Poll		34730 26110	-	1.3696	177310	169999	51.0525	48.9475
Public Non Institutions	1011	25359214	20110	4	1.0296	310	260797	0.1187	99.8813
. asia non mattations	Postal Ballot	23333214	60841	0	0.0000 2.3992	0 177620	0	0.0000	0.0000
Total		50205528	2530576	-	50.4043	24874966	430796 430796	29.1938	70.8062
		30203328	2330370	-	30.4043	240/4900	430/96	98.2976	1.7024







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 4, 2020

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: <u>Scrutinizer's Report on the remote e-voting and e-voting at 26th Annual General Meeting of Allied Digital Services Limited held on 3rdSeptember, 2020</u>

Allied Digital Services Limited ("the Company") at their Board meeting held on 30th July, 2020, appointed the undersigned as the Scrutinizer to ensure that the process of remote evoting prior to the 26th Annual General Meeting of the Company held on 3rd September, 2020 ("the AGM") and e-voting conducted at the AGM on the resolutions contained in the Notice dated 4th August, 2020 of the AGM, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") as amended from time to time, 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 AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively "Circulars"). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder, applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars, relating to remote e-voting prior to the AGM and e-voting conducted at the AGM on the resolutions as contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the AGM and e-voting conducted at the AGM 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 in relation to the remote e-voting prior to the AGM and e-voting conducted at the AGM as per the facilities provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company for the said purposes.

Pursuant to Section 101 of the Act, Notice of AGM alongwith Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars i.e. by e-mail. Following resolutions were proposed for approval by the Members at the AGM:

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 March 31, 2020 comprising of the Audited Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year from April 1, 2019 to March 31, 2020 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)** To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, comprising of the Audited Consolidated Balance Sheet as at March 31, 2020, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the Financial Year from April 1, 2019 to March 31, 2020 including its Schedules and the Notes attached thereto and forming part thereof along with the report of the Statutory Auditors thereon.
- 2. **Resolution No. 2** as an Ordinary Resolution for declaration of dividend on equity shares of the Company for the Financial Year 2019-20.
- 3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Nehal Nitin Shah (DIN: 02766841), who retired by rotation at the 26th Annual General Meeting and being eligible, had offered himself for re-appointment, as Director of the Company.
- 4. **Resolution No. 4** as a Special Resolution for revision in remuneration of Mr. Nitin Dhanji Shah (DIN: 00189903), Chairman and Managing Director of the Company, for the Financial Year 2020-21 i.e. from 1st April 2020 to 31st March 2021.

- 5. **Resolution No. 5** as a Special Resolution for revision in remuneration of Mr. Prakash Shah (DIN: 00189842), Whole-time Director of the Company for the Financial Year 2020-21 i.e. from 1st April 2020 to 31st March 2020.
- 6. **Resolution No. 6** as an Ordinary Resolution for appointment of Mr. Milind Madhav Kamat (DIN: 01772084) who was appointed by Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from June 11, 2020 to hold office upto the date of 26th Annual General Meeting, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years commencing from June 11, 2020 up to June 10, 2025.
- 7. **Resolution No.** 7 as a Special Resolution for introduction and implementation of "ADSL Employees Stock Option Plan 2020" ("ESOP 2020") to create, grant, offer, issue and allot at any time in one or more tranches, such number of stock options convertible into Equity Shares of the Company ("Options"), in one or more tranches, not exceeding 40,00,000 Equity Shares of face value of Rs. 5/- each, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP-2020, and all provisions of applicable laws, and granting of powers to the Board of Directors to deal with the matters related thereto.
- 8. **Resolution No. 8** as a Special Resolution for extending the benefits of 'ADSL –Employees Stock Option Plan 2020' ("ESOP- 2020") to such persons who are in permanent employment of the Holding Company and its Subsidiaries Company(ies) whether working in India or outside India, and to the Directors of the Holding Company or its Subsidiary Companies, and to such persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time and granting of powers to the Board of Directors to deal with the matters related thereto.
- 9. **Resolution No. 9** as a Special Resolution for grant of options to identified employees under 'ADSL Employees Stock Option Plan 2020 (ESOP 2020) during any one year, equal to or exceeding one percent but not exceeding two percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options in one or more tranches, on such terms and in such manner as stated in "ADSL Employees Stock Option Plan 2020".
- 10. **Resolution No. 10** as an Ordinary Resolution for approval to the Board of Directors to enter into contracts/arrangements with Allied Digital Services LLC, a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and the SEBI LODR, for sale, purchase or supply of any goods or materials and availing or rendering of any services.
- 11. **Resolution No. 11** as a Special Resolution for approval to the Board of Directors to create, offer, issue and allot upto 40,00,000 Equity Warrants, each convertible into or exchangeable for One equity share, at such price, aggregate of which not exceeding Rs. 10,00,00,000/- to Mr. Nitin Dhanji Shah, Promoter of the Company on a preferential basis.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility at the AGM to those members who did not cast their votes through remote e-voting facility, to enable them to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to cast their votes from 9.00 a.m. of Monday, August 31, 2020 which ended on Wednesday, September 2, 2020 at 5.00 p.m. Accordingly, votes casted through remote e-voting upto 5.00 p.m. of 2nd September, 2020 and votes casted through e-voting conducted at the AGM, have been considered for my scrutiny.

After conclusion of AGM, the voting through remote e-voting prior to AGM and e-voting conducted at the AGM were unlocked. In case of shareholders who had casted votes through remote e-voting prior to the AGM as well as through e-voting conducted at the AGM, the voting through remote e-voting of such shareholders was treated as valid. A summary of the votes cast by shareholders through remote e-voting prior to AGM and e-voting conducted at the AGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting prior to AGM and e-voting conducted at the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman/person authorized by the Chairman of the 26th AGM.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES COMPANY SECRETARIES

HIMANSHU Dishafy great by HMANSHU SHAMTLAL MANDA DISHAFTLAN DISHAF

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

UDIN: F005171B000665193

Summary of voting through remote e-voting prior to AGM and e-voting at 26th AGM:

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 March 31, 2020 comprising of the Audited Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year from April 1, 2019 to March 31, 2020 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)** To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, comprising of the Audited Consolidated Balance Sheet as at March 31, 2020, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the Financial Year from April 1, 2019 to March 31, 2020 including its Schedules and the Notes attached thereto and forming part thereof along with the report of the Statutory Auditors thereon.

			Resolutio	on 1
Sr. No.	Parti	culars	No. of members who voted	No. of votes
a.	Vote	s cast through e-voting at AGM	4	2,61,107
b.	Vote	s cast through remote e-voting	124	2,50,44,655
	Tota	1	128	2,53,05,762
c.	Less:	Invalid voting	-	-
d.	Net '	Valid voting		
	(i)	Voting with assent for the Resolution	124	2,53,05,680
		% of Assent		*100
	(ii)	Voting with dissent for the Resolution	4	82
		% of Dissent		-

^{*}Rounded off to nearest percentage

Resolution No. 2 as an Ordinary Resolution for declaration of dividend on equity shares of the Company for the Financial Year 2019-20:

			Resoluti	on 2
Sr. No.	Particula	ars	No. of members who voted	No. of votes
a.	Votes ca	st through e-voting at AGM	4	2,61,107
b.	Votes ca	st through remote e-voting	124	2,50,44,655
	Total		128	2,53,05,762
c.	Less: Inv	valid voting	-	-
d.	Net Vali	d voting		
	(i)	Voting with assent for the Resolution	125	2,53,05,750
		% of Assent		*100
	(ii)	Voting with dissent for the Resolution	3	12
		% of Dissent		-

^{*}Rounded off to nearest percentage

Resolution No. 3 as an Ordinary Resolution for appointment of Mr. Nehal Nitin Shah (DIN: 02766841), who retired by rotation at the 26th Annual General Meeting and being eligible, had offered himself for re-appointment, as Director of the Company:

			Resoluti	on 3
Sr. No.	Particula	ars	No. of members who voted	No. of votes
a.	Votes ca	st through e-voting at AGM	4	2,61,107
b.	Votes ca	st through remote e-voting	124	2,50,44,655
	Total		128	2,53,05,762
c.	Less: Inv	valid voting	-	-
d.	Net Vali	d voting		
	(i)	Voting with assent for the Resolution	123	2,53,05,610
		% of Assent		*100
	(ii)	Voting with dissent for the Resolution	5	152
		% of Dissent		-

^{*}Rounded off to nearest percentage

For Resolution No. 4 as a Special Resolution for revision in remuneration of Mr. Nitin Dhanji Shah (DIN: 00189903), Chairman and Managing Director of the Company, for the Financial Year 2020-21 i.e. from 1st April 2020 to 31st March 2021:

			Resolution 4		
Sr. No.	Particul	lars	No. of members who voted	No. of votes	
a.	Votes ca	ast through e-voting at AGM	4	2,61,107	
b.	Votes ca	ast through remote e-voting	124	2,50,44,655	
	Total		128	2,53,05,762	
c.	Less: In	valid voting	-	-	
d.	Net Val	lid voting			
	(i)	Voting with assent for the Resolution	116	2,48,60,965	
		% of Assent		*98.24	
	(ii)	Voting with dissent for the Resolution	12	4,44,797	
		% of Dissent		*1.76	

^{*}Rounded off to nearest decimal

For Resolution No. 5 as a Special Resolution for revision in remuneration of Mr. Prakash Shah (DIN: 00189842), Whole-time Director of the Company for the Financial Year 2020-21 i.e. from 1st April 2020 to 31st March 2020:

			Resoluti	on 5
Sr. No.	Particula	ars	No. of members who voted	No. of votes
a.	Votes ca	st through e-voting at AGM	4	2,61,107
b.	Votes ca	st through remote e-voting	124	2,50,44,655
	Total		128	2,53,05,762
c.	Less: Inv	valid voting	-	-
d.	Net Vali	d voting		
	(i)	Voting with assent for the Resolution	117	2,51,21,262
		% of Assent		*99.27
	(ii)	Voting with dissent for the Resolution	11	1,84,500
		% of Dissent		*0.73

^{*}Rounded off to nearest decimal

For Resolution No. 6 as an Ordinary Resolution for appointment of Mr. Milind Madhav Kamat (DIN: 01772084) who was appointed by Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from June 11, 2020 to hold office upto the date of 26th Annual General Meeting, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years commencing from June 11, 2020 up to June 10, 2025:

			Resoluti	on 6
Sr. No.	Particul	ars	No. of members who voted	No. of votes
a.	Votes ca	st through e-voting at AGM	4	2,61,107
b.	Votes ca	st through remote e-voting	124	2,50,44,655
	Total		128	2,53,05,762
c.	Less: Inv	valid voting	-	-
d.	Net Val	id voting		
	(i)	Voting with assent for the Resolution	123	2,53,05,610
		% of Assent		*100
	(ii)	Voting with dissent for the Resolution	5	152
		% of Dissent		-

^{*}Rounded off to nearest percentage

For Resolution No. 7 as a Special Resolution for introduction and implementation of "ADSL –Employees Stock Option Plan 2020" ("ESOP – 2020") to create, grant, offer, issue and allot at any time in one or more tranches, such number of stock options convertible into Equity Shares of the Company ("Options"), in one or more tranches, not exceeding 40,00,000 Equity Shares of face value of Rs. 5/- each, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP-2020, and all provisions of applicable laws, and granting of powers to the Board of Directors to deal with the matters related thereto:

			Resoluti	on 7
Sr. No.	Particul	ars	No. of members who voted	No. of votes
a.	Votes ca	st through e-voting at AGM	4	2,61,107
b.	Votes ca	st through remote e-voting	124	2,50,44,655
	Total		128	2,53,05,762
c.	Less: Inv	valid voting	-	-
d.	Net Val	id voting		
	(i)	Voting with assent for the Resolution	123	2,53,05,610
		% of Assent		*100
	(ii)	Voting with dissent for the Resolution	5	152
		% of Dissent		

^{*}Rounded off to nearest percentage

For Resolution No. 8 as a Special Resolution for extending the benefits of 'ADSL –Employees Stock Option Plan 2020' ("ESOP- 2020") to such persons who are in permanent employment of the Holding Company and its Subsidiaries Company(ies) whether working in India or outside India, and to the Directors of the Holding Company or its Subsidiary Companies, and to such persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time and granting of powers to the Board of Directors to deal with the matters related thereto:

			Resoluti	on 8
Sr. No.	Particul	ars	No. of members who voted	No. of votes
a.	Votes ca	st through e-voting at AGM	4	2,61,107
b.	Votes ca	st through remote e-voting	124	2,50,44,655
	Total		128	2,53,05,762
c.	Less: Inv	valid voting	-	-
d.	Net Val	id voting		
	(i)	Voting with assent for the Resolution	122	2,53,05,409
		% of Assent		*100
	(ii)	Voting with dissent for the Resolution	6	353
		% of Dissent		_

^{*}Rounded off to nearest percentage

For Resolution No. 9 as a Special Resolution for grant of options to identified employees under 'ADSL - Employees Stock Option Plan 2020 (ESOP – 2020) during any one year, equal to or exceeding one percent but not exceeding two percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options in one or more tranches, on such terms and in such manner as stated in "ADSL - Employees Stock Option Plan 2020":

			Resoluti	on 9
Sr. No.	Particul	ars	No. of members who voted	No. of votes
a.	Votes ca	st through e-voting at AGM	4	2,61,107
b.	Votes ca	st through remote e-voting	124	2,50,44,655
	Total		128	2,53,05,762
c.	Less: Inv	valid voting	-	-
d.	Net Val	id voting		
	(i)	Voting with assent for the Resolution	121	2,50,42,313
		% of Assent		*98.96
	(ii)	Voting with dissent for the Resolution	7	2,63,449
		% of Dissent		*1.04

^{*}Rounded off to nearest decimal

For Resolution No. 10 as an Ordinary Resolution for approval to the Board of Directors to enter into contracts/arrangements with Allied Digital Services LLC, a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and the SEBI LODR, for sale, purchase or supply of any goods or materials and availing or rendering of any services:

			Resolutio	on 10
Sr. No.	Particul	ars	No. of members who voted	No. of votes
a.	Votes ca	st through e-voting at AGM	4	2,61,107
b.	Votes ca	st through remote e-voting	115	5,34,959
	Total		119	7,96,066
c.	Less: Inv	valid voting	-	-
d.	Net Val	id voting		
	(i)	Voting with assent for the Resolution	112	7,92,713
		% of Assent		*99.58
	(ii)	Voting with dissent for the Resolution	7	3,353
		% of Dissent		*0.42

^{*}Rounded off to nearest decimal

For Resolution No. 11 as a Special Resolution for approval to the Board of Directors to create, offer, issue and allot upto 40,00,000 Equity Warrants, each convertible into or exchangeable for One equity share, at such price, aggregate of which not exceeding Rs. 10,00,00,000/- to Mr. Nitin Dhanji Shah, Promoter of the Company on a preferential basis:

			Resolution 11	
Sr. No.	Particulars		No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM		4	2,61,107
b.	Votes cast through remote e-voting		124	2,50,44,655
	Total		128	2,53,05,762
c.	Less: Invalid voting		-	-
d.	Net Valid voting			
	(i)	Voting with assent for the Resolution	118	2,48,74,966
	% of Assent		*98.30	
	(ii)	Voting with dissent for the Resolution	10	4,30,796
	% of Dissent		*1.70	

^{*}Rounded off to nearest decimal