

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ALLIED DIGITAL SERVICES LIMITED WILL BE HELD ON THURSDAY, JULY 28, 2022 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”) 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, 2022, together 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, 2022, together with the Report of the Statutory Auditors thereon.
2. To declare final dividend on equity shares of the Company for the Financial Year 2021-22.
3. To appoint a Director in place of Mr. Prakash Dhanji Shah (DIN: 00189842), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve appointment of Mr. Anup Kumar Mahapatra (DIN: 08985605) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, (“Act”) the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Anup Kumar Mahapatra (DIN: 08985605) who was appointed as an Additional Director (Non-Executive & Independent) by the Board of Directors on May 18, 2022, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years with effect from May 18, 2022 upto May 17, 2027, and that his office shall not liable to retirement by rotation.

RESOLVED FURTHER THAT any one of the Board of Directors and/or the Company Secretary of the Company be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-forms with the Registrar of Companies and 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.

RESOLVED FURTHER THAT any one of the Board of Directors and/or the Company Secretary of the Company, be and is hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.”

5. To approve appointment of Mr. Sunil Vasudev Bhatt (DIN: 09243963) as an Executive Director of the Company

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 the Sections 196, 197, 198 and other applicable provisions of the of the Companies Act, 2013 (“the Act”) and the rules made thereunder read with Schedule V to the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and in accordance with the circulars/guidelines issued by SEBI (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to Articles of Association of the Company and subject to the approval of the Central Government and such other requisite approvals, if any, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to appoint Mr. Sunil Vasudev Bhatt (DIN: 09243963) as an Executive Director of the Company for a period of Five (5) years with effect from May 18, 2022, upto May 17, 2027, on terms and conditions and remuneration as stated below:

- I. **Period of Appointment:** Five (5) years with effect from May 18, 2022 upto May 17, 2027
- II. **Remuneration:** Nil
- III. The Executive Director shall be reimbursed all expenses made by him on behalf of the Company and/or incurred by him during the business trips taken by him for Company purposes. Such expenses are to be incurred and reimbursed in line with the policies of the Company.
- IV. The Executive Director shall have the right to manage the day-to-day business and affairs of the Company subject to superintendence, guidance, control and direction of the other Board of Directors of the Company. The Executive

Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.

- V. The Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of Directors.
- VI. **Termination:** The appointment is liable for termination by either party giving six (6) months' notice in writing to the other.

RESOLVED FURTHER THAT Mr. Sunil Vasudev Bhatt, Executive Director shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of Board and he shall be liable to retirement by rotation.

RESOLVED FURTHER THAT any one of the Board of Directors and/or the Company Secretary of the Company, be and is hereby severally authorised to file necessary e-forms, returns, applications and other documents in connection with the appointment of the Executive Director with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges and any other Statutory Authorities, if required, and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter/ modify/ vary terms of appointment of Mr. Sunil Vasudev Bhatt, from time to time."

6. To approve material related party transaction(s) for sale, purchase or supply of any goods or materials and availing or rendering of any services between the Company and Allied Digital Services, LLC, USA for a period upto March 31, 2023

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 and all other relevant provisions of the Companies Act, 2013 ("Act"), if any, and the rules framed thereunder, the applicable law and the Regulation 23 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including, any statutory modification(s) or amendment thereto or re-enactment thereof); the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time and the Company's Policy on Related Party Transactions ("RPT"), basis the recommendation and approval of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall include any duly authorized Committee constituted by the Board) for executing and/ or renewing contracts/ transactions or continuing the obligations under previous contracts/agreements for a) sale, purchase or supply of any goods or materials and b) availing or rendering of any services between the Company and Allied Digital Services, LLC, USA (a subsidiary of the Company and a 'Related Party' under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations), for a period upto March 31, 2023, and upto a maximum aggregate value of ₹ 50 Crore (Rupees Fifty Crores only) and ₹ 150 Crores (Rupees One Hundred Fifty Crores only) respectively, plus applicable taxes during the period, in the ordinary course of business of the Company and at arm's length basis on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and Allied Digital Services, LLC, USA.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the abovementioned contracts / transactions / arrangements and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals, if any from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/ or State Government(s) and/ or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Board and/ or Board(s) and/ or official(s) of the Company/ or any other Officer(s)/ Authorized Representative(s) or any other person(s) so authorized by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. To approve material related party transaction(s) for sale, purchase or supply of any goods or materials and availing or rendering of any services between the Company and Allied Digital Services, LLC, USA for the Financial Year 2023-2024

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 and all other relevant provisions of the Companies Act, 2013 ("Act"), if any, and the rules framed thereunder, the applicable law and the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including, any statutory modification(s) or

amendment thereto or re-enactment thereof); the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time and the Company's Policy on Related Party Transactions ("RPT"), basis the recommendation and approval of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall include any duly authorized Committee constituted by the Board) for executing and/ or renewing contracts/ transactions or continuing the obligations under previous contracts/agreements for a) sale, purchase or supply of any goods or materials and b) availing or rendering of any services between the Company and Allied Digital Services, LLC, USA (a subsidiary of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations), for the financial year 2023-24, and upto a maximum aggregate value of ₹ 60.00 Crore (Rupees Sixty Crores only) and ₹ 180.00 Crore (Rupees One Hundred Eighty Crores only) respectively, plus applicable taxes for the financial year, in the ordinary course of business of the Company and at arm's length basis on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and Allied Digital Services, LLC, USA.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the abovementioned contracts/transactions/arrangements and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals, of any from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/ or State Government(s) and/ or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Board and/ or Board(s) and/ or official(s) of the Company/ or any other Officer(s)/ Authorized Representative(s) or any other person(s) so authorized by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient 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: May 18, 2022

Registered Office:

Premises No. 13A, 13th Floor, Earnest House,
NCPA Road, Block III, Backbay 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 28TH AGM THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:

1. In view of the continuing 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 8, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and the latest being Circular No. 2/2022 dated May 5, 2022 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/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other applicable circulars issued in this regard (collectively referred to as “SEBI Circulars”), have allowed the Companies to conduct Annual General Meeting through VC or OAVM till December 31, 2022 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the 28th Annual General Meeting (‘AGM’) of the Company is being held through VC/OAVM on Thursday, July 28, 2022 at 04:00 p.m. IST. The deemed venue for the AGM shall be the Registered Office of the Company.

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 7 of the accompanying Notice, form part of this Notice. Further, the relevant details with respect to Item No. 3 to 5 pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and/or re-appointment at this AGM are also annexed.

2. Pursuant to MCA Circulars and SEBI Circulars relaxation has been granted 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 Notice of the 28th AGM along with the Annual Report 2021-22 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 unless any member has requested for a physical copy of the same.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, 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, Attendance Slip and Route Map of AGM are not annexed to this Notice.
4. Institutional/Corporate 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. authorizing its representatives to attend the AGM and 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
5. 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.
6. The Notice calling the AGM along with the Annual Report 2021-22 will also be available on the website of the Company at www.allieddigital.net. and 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 National Securities Depository Limited (“NSDL”) www.evoting.nsdl.com
7. All the Documents referred to in the accompanying Notice along with the Explanatory Statement shall be made available for inspection through electronic mode, basis on the requests received on investors@allieddigital.net.
8. During the AGM, the registrar of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for the Inspection at the NSDL e-Voting system at www.evoting.nsdl.com.
9. Pursuant to the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), 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 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 at the AGM will be provided by NSDL.

10. The final dividend, as recommended by the Board of Directors, if approved at the ensuing AGM, the payment of such dividend subject to deduction of tax at source will be made on or before **Thursday, August 26, 2022**, as under:
 - (a) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company till the closure of business hours on **Thursday, July 21, 2022**.
 - (b) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", till the closure of business hours on **Thursday, July 21, 2022**.
11. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from **Friday, July 22, 2022 to Thursday, July 28, 2022 (both days inclusive)** for AGM and determining the names of members eligible for dividend on equity shares for the financial year 2021-22.
12. The Company has fixed **Thursday, July 21, 2022**, as the "**Record Date**" for determining entitlement of Members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
13. Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), members are requested to note that, dividends if not encashed for a consecutive period of seven (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.
14. Members are requested to intimate changes if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a) **For shares held in electronic form:** to their Depository Participants (DPs)
 - b) **For shares held in physical form:** to the Registrar and Transfer Agent ('RTA') of the Company i.e. Link Intime India Private Limited in prescribed Form ISR-1, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. A copy of Form ISR-1 is available on the website of the Company at www.allieddigital.net and also on the website of the Company's RTA i.e. <https://web.linkintime.co.in/KYC-downloads.html>
 - c) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant. A copy of Form ISR-4 is available on the website of the Company at www.allieddigital.net and also on the website of the Company's RTA i.e. <https://www.linkintime.co.in>
15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard.
16. As per the provisions of section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or Form No. SH-14 as the case may be. A copy of the above forms are available on the website of the Company at www.allieddigital.net and also on the website of the Company's RTA: i.e. <https://web.linkintime.co.in/KYC-downloads.html>
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. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
19. 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.

20. The Members can join the AGM in the VC/OAVM mode 15 minutes before 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 1,000 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 Monday, July 18, 2022 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 2021-22 and the procedure for remote e-Voting along with the login ID and password for remote e-Voting. Further 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. July 21, 2022, 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. July 21, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

A. Process for registration of email id for obtaining Annual Report and user id/password for e-Voting and updation of bank account mandate for receipt of dividend:

a. Process for registration of email id

Physical Holding	Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, e-mail ID, and also upload the image of share certificate and a duly signed request letter (upto 1 MB) in PDF or JPEG format.
For Permanent Registration for Demat shareholders	Members are requested to register their e-mail address with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
For Temporary Registration for Demat shareholders	Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail ID, and also to upload a duly signed request letter (upto 1 MB) in PDF or JPEG format.

Alternatively, Members whose e mail IDs are not registered may send an e-mail request to e-Voting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned above.

b. Process for registration of Bank Account Details

Physical Holding	Members are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id along with the copy of the cheque leaf with the first named members 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 and a duly signed request letter in PDF or JPEG format.
Demat Holding	Members are requested to register their bank details with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

On submission of the details for registration of email id / bank account an OTP will be received by the Member which needs to be entered in the link for verification. In case of any query, a Member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

You are requested to register your e-mail address/Bank Details with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html

B. Communication in respect of deduction of tax at source on Final Dividend payout:

Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

No tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year does not exceed Rs. 5,000/-.

A resident individual shareholder holding PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents.

The shareholders are requested to update their PAN with the Company's Registrar and Transfer Agent (in case of shares held in physical mode) and with relevant depository participant (in case of shares held in demat mode). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

The tax exemption form can be downloaded from URL <https://www.linkintime.co.in/client-downloads.html> On this page select the General tab and the forms are available under the head "Form 15G/15H/10F"

The requisite tax exemption forms are required to be uploaded on the URL <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

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, Regulation 44 of the Listing Regulations (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), 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 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 already cast their vote by remote e-Voting prior to the Meeting shall be able to exercise their right to cast their vote by 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 **Monday, July 25, 2022 at 09:00 A.M. (IST) and ends on Wednesday, July 27, 2022 at 05:00 P.M. (IST)**. 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. **Thursday, July 21, 2022**, 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 **Thursday, July 21, 2022**.

The Board of Directors have appointed Mr. Himanshu S. Kamdar, (Membership No. FCS 5171 and CP No. 3030) of M/s. Rathi & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-




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> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
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 abovementioned 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 4430
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 e-Voting and joining virtual meeting 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 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.
7. 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@rathiandassociates.com with a copy marked to evoting@nsdl.co.in and investors@allieddigital.net Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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, Senior 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 email 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 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.

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

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

Nitin Dhanji Shah
Chairman and Managing Director
DIN: 00189903

Place: Mumbai
Date: May 18, 2022

Registered Office:

Premises No. 13A, 13th Floor, Earnest House,
NCPA Road, Block III, Backbay 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

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Anup Kumar Mahapatra (DIN: 08985605) as an Additional Director designated as Independent Director of the Company with effect from May 18, 2022.

Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Mr. Anup Kumar Mahapatra (DIN: 08985605) as an Independent Director for a term up to five (5) years commencing from May 18, 2022 to May 17, 2027. In terms of section 160 of the Companies Act, 2013 ("the Act") the Company has also received a notice in writing from a member proposing the candidature of Mr. Anup Kumar Mahapatra to be appointed as an Independent Director of the Company.

The Company has received a declaration from Mr. Anup Kumar Mahapatra confirming that he meets the criteria of independence under the Act and SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"). Further, the Company has also received consent from Mr. Anup Kumar Mahapatra to act as an Independent Director in terms of Section 152 of the Act along with a declaration that he 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 of Directors, Mr. Anup Kumar Mahapatra has vast knowledge and varied experience and will be of great value to the Company. Further, Mr. Anup Kumar Mahapatra fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations, for his appointment as an Independent Director of the Company and he is independent of the management.

A brief profile of Mr. Anup Kumar Mahapatra, 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 his appointment by passing of Special Resolution as set out at Item No. 4 of this notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Anup Kumar Mahapatra are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Special Resolution set out at Item no. 4 for approval of the Members.

ITEM NO. 5

Mr. Sunil Vasudev Bhatt was appointed as Non-Executive Director of the Company by the Members at the 27th Annual General Meeting of the Company held on September 13, 2021. Due to his active participation in the operations of the Company and upon the recommendation of the Nomination and Remuneration Committee, the Board of the Directors in its Meeting held on May 18, 2022, approved to appointment of Mr. Sunil Vasudev Bhatt (DIN: 09243963) as an Executive Director of the Company.

Mr. Sunil Vasudev Bhatt has been associated with the Allied Digital Group from last 25 years and he is a Chief Technology Officer of Allied Digital Services, LLC, USA since 12 years. Mr. Sunil Vasudev Bhatt has over 27 years of experience in the Technology industry. His valuable contribution to the Company ever since his association with the Company, has greatly helped the Company to grow manifold. It would be in the interest of the Company to continue to avail his rich expertise and accordingly it is proposed to appoint him as an Executive Director of the Company.

The particulars of the terms of appointment to Mr. Sunil Vasudev Bhatt is set out in the Resolution at Item No. 5 of this Notice.

The aforesaid appointment of Mr. Sunil Vasudev Bhatt, is subject to the approval of the Central Government, if any and this appointment is at variance to the conditions set out in Clause (e) of Part I of Schedule V of the Companies Act 2013, ("the Act") which is read as under:

(a) he is resident of India.

Explanation I.—For the purpose of this Schedule, resident in India includes a person who has been staying in India for a continuous period of not less than twelve months immediately preceding the date of his appointment as a managerial person and who has come to stay in India,—

- (i) for taking up employment in India; or
- (ii) for carrying on a business or vacation in India.

Explanation II — This condition shall not apply to the companies in Special Economic Zones as notified by Department of Commerce from time to time:

Provided that a person, being a non-resident in India shall enter India only after obtaining a proper Employment Visa from the concerned Indian mission abroad. For this purpose, such person shall be required to furnish, along with the visa application form, profile of the company, the principal employer and terms and conditions of such person's appointment.

Mr. Sunil Vasudev Bhatt is an US National and he has not been a resident of India as stipulated under Schedule V of the Act and hence the said appointment shall be subject to approval of the Central Government.

In accordance with the provisions of Sections 196 and other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment of Mr. Sunil Vasudev Bhatt as Executive Director requires the approval of Members by passing Special Resolution. Hence, the Members are requested to pass the Special Resolution accordingly.

A brief profile of Mr. Sunil Vasudev Bhatt including nature of his expertise and other details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is provided below.

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

The Board recommends his appointment by passing Special Resolution as set out in Item No. 5 of this notice.

None of the Directors or Key Managerial Personnel and their relative, except Mr. Sunil Vasudev Bhatt are concerned or interested (financially or otherwise) in this resolution. The Board recommends the Special Resolution set out at Item No. 5 for approval of the Members.

ITEM NO. 6

The Company proposes to enter into business transactions with Allied Digital Services, LLC, USA, (Subsidiary Company) such as sale and purchase of IT Hardware and spare parts and services related to Remote Management, Infrastructure and Management Services.

The proposed transactions aim towards furthering the main business activities and ensuring that it would be in the best interest of the Company. It will further achieve synergies and economies of scale; reduce operational costs; strengthen sustainability and to conserve natural resources.

The proposed transactions with related parties are intended to be carried out on an arm’s length basis and in the ordinary course of business.

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), mandates prior approval of the Members through Ordinary Resolution for all ‘material’ Related Party Transactions. A transaction is considered ‘material’, if such transaction entered into/ to be entered into with a related party, individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crores (Rupees One Thousand Crores only) or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity, whichever is lower.

Since the aggregate value of proposed transactions with Allied Digital Services, LLC, USA (being a ‘Related Party’ as per Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations), as mentioned in Item no. 6 of this Notice is expected to exceed threshold limit of material related party transaction, the Company proposes to seek approval of its Members for the proposed transactions by way of an Ordinary Resolution as per provisions of Regulation 23 of Listing Regulations.

The Board of Directors based on recommendation of the Audit Committee at their meeting held on May 18, 2022, have approved to enter into and/ or continue with contracts/ transactions previously entered into/ to be entered into, with Allied Digital Services, LLC, USA (whether individual transaction or transactions taken together or series of transactions or otherwise) in the ordinary course of business of the Company and at arm’s length basis.

Details of the proposed transaction with Allied Digital Services, LLC, USA as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Particulars	Details		
1.	Name of the related party	Allied Digital Services, LLC, USA		
2.	Nature of Relationship	Subsidiary		
3.	Details of Transactions	Type, material terms and particulars of the proposed transaction	Tenure of the proposed transactions	Amount
	a. sale, purchase or supply of any goods or materials between the Company and Allied Digital Services, LLC, USA;	Sale and Purchase of IT Hardware and spare parts Material terms: at prevailing market price from time to time and payment terms as per the policy of the Company	Omnibus approval for a period from the date of current AGM upto the end of financial year 2023 i.e March 31, 2023	₹ 50.00 Crores

Sr. No.	Particulars	Details		
	b. availing or rendering of any services between the Company and Allied Digital Services, LLC, USA;	Rendering of Remote Management, Infrastructure and Management Services Material terms: As per the terms of the Contract	Omnibus approval for a period from the date of current AGM upto the end of financial year 2023 i.e. March 31, 2023.	₹ 150.00 Crores
4.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by value of the proposed transaction	41%		
	Value of proposed transaction based on Percentage of Allied Digital Services, LLC, USA annual Standalone turnover	49%		
5.	Aggregate Value of all transactions	₹ 200 Crores.		
6.	Tenure	From the date of current AGM upto the end of financial year 2023 i.e. March 31, 2023		
7.	Other details/disclosures	The transaction does not relate to any loans inter-corporate deposits, advances or investments made or given by the listed entity to Allied Digital Services, LLC, USA.		
8.	Justification as to why the related party transaction is in the interest of the Company	<ul style="list-style-type: none"> ▪ We being Indian Multi-national IT company, having our subsidiaries in Multiple countries such as USA, UK, Ireland, Brazil, Japan, China, Singapore, etc. Though, in most of the countries we are having operations and intercompany transactions, our maximum transactions are with Allied Digital Services, LLC, USA. ▪ In fact, the volume of business in our US company is more than 80% of the overall volume of the entire group companies put together. ▪ Our US Company is having their clientele spread across the globe and we the parent Company in India provide services to those clients remotely from India. ▪ Our US Company, outsource a portion of their scope of work through us, we being highly cost effective for them. ▪ Furthermore, all such transactions between US and other subsidiaries as well, all transactions are at arm's length prices and the same is being reviewed by Independent Auditor and the reports are submitted to the authorities every year. 		

Considering the nature of related party transactions entered into/ to be entered into by the Company with Allied Digital Services, LLC, USA, no valuation report is required for the said purpose.

Mr. Nitin Dhanji Shah and Mr. Prakash Shah hold Directorship on the Board of the Company and Allied Digital Services, LLC, USA. Mr. Nehal Shah being an immediate relative of Mr. Nitin Dhanji Shah & Mr. Prakash Shah and Mr. Sunil Bhatt is in employment at Allied Digital Services, LLC, USA. Apart from above, none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested, financially or otherwise, in the said resolution.

All entities falling under definition of related party of the Company shall abstain from voting irrespective of whether the individual/ entity is party to the particular transaction or not. The Board of Directors recommends the resolution set forth in Item No. 6 for approval of the Members as an Ordinary Resolution.

ITEM NO. 7

The Company proposes to enter into business transactions with Allied Digital Services, LLC, USA, (Subsidiary Company) such as sale and purchase of IT Hardware and spare parts and services related to Remote Management, Infrastructure and Management Services.

The proposed transactions aim towards furthering the main business activities and ensuring that it would be in the best interest of the Company. It will further achieve synergies and economies of scale; reduce operational costs; strengthen sustainability and to conserve natural resources.

The proposed transactions with related parties are intended to be carried out on an arm's length basis and in the ordinary course of business.

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), mandates prior approval of the Members through Ordinary Resolution for all 'material' Related Party Transactions. A transaction is considered 'material', if such transaction entered into/ to be entered into with a related party, individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crores (Rupees One Thousand Crores only) or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity, whichever is lower.

Since the aggregate value of proposed transactions with Allied Digital Services, LLC, USA (being a 'Related Party' as per Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations), as mentioned in Item no. 7 of this Notice is expected to exceed threshold limit of 10% of the annual consolidated turnover for the financial year ended March 31, 2023 of the Company, the Company proposes to seek approval of its Members for the proposed transactions by way of an Ordinary Resolution as per provisions of Regulation 23 of Listing Regulations.

The Board of Directors based on recommendation of the Audit Committee at their meeting held on May 18, 2022, have approved to enter into and/ or continue with contracts/ transactions previously entered into/ to be entered into, with Allied Digital Services, LLC, USA (whether individual transaction or transactions taken together or series of transactions or otherwise) in the ordinary course of business of the Company and at arm's length basis.

Details of the proposed transaction with Allied Digital Services, LLC, USA as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Particulars	Details		
1.	Name of the related party	Allied Digital Services, LLC, USA		
2.	Nature of Relationship	Subsidiary		
3.	Details of Transactions	Type, material terms and particulars of the proposed transaction	Tenure of the proposed transactions	Amount
	a) sale, purchase or supply of any goods or materials between the Company and Allied Digital Services, LLC, USA;	Sale and Purchase of IT Hardware and spare parts Material terms: at prevailing market price from time to time and payment terms as per the policy of the Company	Omnibus approval for the Financial Year 2023-24.	₹ 60.00 Crores
	b) availing or rendering of any services between the Company and Allied Digital Services, LLC, USA;	Rendering of Remote Management, Infrastructure and Management Services Material terms: As per the terms of the Contract.	Omnibus approval for the Financial Year 2023-24.	₹ 180.00 Crores
4.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by value of the proposed transaction	49%*		
	Value of proposed transaction based on Percentage of Allied Digital Services, LLC, USA annual Standalone turnover	58%*		
5.	Aggregate Value of all transactions	₹ 240.00 Crores		
6.	Tenure	For the Financial Year 2023-24		
7.	Other details/disclosures	The transaction does not relate to any loans inter-corporate deposits, advances or investments made or given by the listed entity to Allied Digital Services, LLC, USA.		

Sr. No.	Particulars	Details
8.	Justification as to why the related party transaction is in the interest of the Company	<ul style="list-style-type: none"> ▪ We being Indian Multi-national IT Company, having our subsidiaries in Multiple countries such as USA, UK, Ireland, Brazil, Japan, China, Singapore, etc. Though, in most of the countries we are having operations and intercompany transactions, our maximum transactions are with Allied Digital Services, LLC, USA. ▪ In fact, the volume of business in our US company is more than 80% of the overall volume of the entire group Companies put together. ▪ Our US Company is having their clientele spread across the globe and we the parent Company in India provide services to those clients remotely from India. ▪ Our US Company, outsource a portion of their scope of work through us, we being highly cost effective for them. ▪ Furthermore, all such transactions between US and other subsidiaries as well, all transactions are at arm's length prices and the same is being reviewed by Independent Auditor and the reports are submitted to the authorities every year.

* Based on the annual turnover as on March 31, 2022.

Considering the nature of related party transactions entered into/ to be entered into by the Company with Allied Digital Services, LLC, USA, no valuation report is required for the said purpose.

Mr. Nitin Dhanji Shah and Mr. Prakash Shah hold Directorship on the Board of the Company and Allied Digital Services, LLC, USA. Mr. Nehal Shah being an immediate relative of Mr. Nitin Dhanji Shah & Mr. Prakash Shah and Mr. Sunil Bhatt is in employment at Allied Digital Services, LLC, USA. Apart from above, none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested, financially or otherwise, in the said resolution.

All entities falling under definition of related party of the Company shall abstain from voting irrespective of whether the individual/entity is party to the particular transaction or not. The Board of Directors recommends the resolution set forth in Item No. 7 for approval of the Members as an Ordinary 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: May 18, 2022

Registered Office:

Premises No. 13A, 13th Floor, Earnest House,
NCPA Road, Block III, Backbay 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 28TH 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. Prakash Shah	Mr. Sunil Bhatt	Mr. Anup Kumar Mahapatra
Proposed Designation	Executive Director	Executive Director	Independent Director
Date of Birth (age)	April 18, 1962 (60 years)	September 11, 1974 (47 years)	April 4, 1963 (59 years)
Nature of his expertise in specific functional areas	Finance, Taxation, Accounts	Technology Innovation and Business Development	Banking
Qualifications	Bachelors Degree in Commerce, Diploma in Computer Management	Diploma in Computer Technology	Bachelor of Science in Agriculture
Experience	35+ years	27 years	34 years
Number of Shares held in the Company	8178348 Equity shares	45000 Equity shares	–
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 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. 	During his tenure with the company he shall not disclose directly or indirectly any information/ document about the company.
Date of Appointment on the Board	March 01, 2021	May 18, 2022 (Subject to approval of Central Government)	May 18, 2022
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 a relative of Mr. Prakash Shah	–	–
Number of Meetings attended during the year	05	03	Not Applicable
Name of the other listed Companies in which also holds Directorship, Membership/ Chairmanship of Committees along with listed companies from which the person has resigned in the past three years	–	–	–
Last drawn remuneration	₹ 95,12,688/- per annum	Nil	Nil

Details of Remuneration sought to be paid	₹ 1,00,00,000/- per annum and commission, if any	Nil	1. Sitting Fees a. Board Meetings: ₹ 25,000/- per meeting b. Committee Meetings, if any: ₹ 15,000/- per meeting 2. Reimbursement of expenses - For participation in the meetings of the Board, Committee and other official business of the Company
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Annexure-A

Further Disclosure in pursuant to the provisions of Schedule V of the Companies Act, 2013 with respect to appointment of Mr. Sunil Bhatt as an Executive Director

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, 2022 is as under: <div style="text-align: right;">(₹ in Lakhs)</div> <table border="1" data-bbox="703 1268 1489 1457"> <tr> <td>Sales</td> <td>12,258</td> </tr> <tr> <td>Profit after Tax</td> <td>569</td> </tr> <tr> <td>Asset Turnover Ratio</td> <td>0.21</td> </tr> <tr> <td>Current Ratio</td> <td>4.05</td> </tr> <tr> <td>Profit to Net Sales</td> <td>4.64%</td> </tr> </table>	Sales	12,258	Profit after Tax	569	Asset Turnover Ratio	0.21	Current Ratio	4.05	Profit to Net Sales	4.64%
Sales	12,258											
Profit after Tax	569											
Asset Turnover Ratio	0.21											
Current Ratio	4.05											
Profit to Net Sales	4.64%											
5.	Export performance and net foreign exchange collaborations	The total export sales realised during the year ended March 31, 2022 amounts to ₹ 5,668 Lakhs										
6.	Foreign investments or collaborations, if any	The Company' total investment as on March 31, 2022 in its Foreign Subsidiary Companies is ₹ 14,872 Lakhs.										

II INFORMATION ABOUT THE APPOINTEE		
1.	Background details	Mr. Sunil Vasudev Bhatt has completed Diploma in Computer Technology from the Board of Technical Education in Maharashtra and has various technical and industry certifications. He is with Allied Digital Group since last 25 years and his expertise is in technology innovation, strategy, business development, product development, solution selling, go-to-market, and customer success. Mr. Sunil Vasudev Bhatt is a part the Core management group of the Allied Digital and currently he is a Chief Technology Officer in Allied Digital Services, LLC, USA. Considering his contribution in overall growth and management of the Company, he was re-designated as an Executive Director of the Company. He has deep exposure in Technology Innovation and Business Development.
2.	Past remuneration	Nil
3.	Recognition or awards	–
4.	Job profile and his suitability	Mr. Sunil Vasudev Bhatt is energetic and dynamic; drives global solutions and services in various technology domains and Business Development. With passion for technology, he is deeply involved in to build innovative solutions and services to clients, building partner relationships and driving business growth globally.
5.	Remuneration proposed	Nil
6.	Comparative remuneration profile with respect of industry, size of the company, profile with the position and person.	Not Applicable
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from working as Chief Technology Officer in Allied Digital Services, LLC, USA, he does not have any other pecuniary relationship with the Company, subsidiaries, other Directors or managerial personnel of the Company.
III 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	
IV	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 2021-22