

# Rathi & Associates

## COMPANY SECRETARIES

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

### ANNUAL SECRETARIAL COMPLIANCE REPORT

*(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

*Of*

**Allied Digital Services Limited (*“the Company”*) for the year ended March 31, 2022**

We have been appointed by the Company to submit the Annual Secretarial Compliance Report pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2022.

#### **We have examined:**

- (a) all the documents and records made available to us and explanation provided by the Company and its officers;
- (b) the filings/ submissions made by the Company to BSE Limited and the National Stock Exchange of India Limited,
- (c) website of the listed entity, and
- (d) such other documents and filings made by the Company which has been relied upon to make this certification.

**for the year ended March 31, 2022 (*“Review Period”*) in respect of compliance with the provisions of:**

- (a) the Securities and Exchange Board of India Act, 1992 (*“SEBI Act”*) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (*“SCRA”*), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (*“SEBI”*);

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as *“LODR Regulations”*);



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

**Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Reporting Period:**

- (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
1.	In terms of Regulation 24(1) of the LODR Regulations, read with corresponding explanation for the term "Material Subsidiary" - At least one independent	The Company is yet to appoint an independent Director on the Board of Directors of its material subsidiary namely Allied Digital Services, LLC.	We have been informed that Ms. Swanubhuti Jain, Women Independent Director, has given consent for acting as Independent Director on the Board of



	director of the listed entity shall be a director on the board of directors of unlisted material subsidiary, whether incorporated in India or not.		the material subsidiary Company.  The Company is awaiting completion of requisite actions by the Board of Directors of material subsidiary Company for her appointment.
--	----------------------------------------------------------------------------------------------------------------------------------------------------	--	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken	Observations/ Remarks
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments on the actions taken by the listed entity
1.	Regulation 24(1) of LODR Regulations- Non-appointment of at least one Independent Director of the Company on the Board of Directors of unlisted material Subsidiary namely Allied Digital Services, LLC.	31st March, 2021	The Company is in process for appointment of its Independent Director on the Board of Allied Digital Services, LLC.	The Company has informed that Ms. Swanubhuti Jain, Women Independent Director, has given consent for acting as Independent Director on the Board of the



				<p>material subsidiary Company.</p> <p>The Company is awaiting completion of requisite actions by the Board of Directors of material subsidiary Company for her appointment.</p>
--	--	--	--	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

For **RATHI & ASSOCIATES**  
**COMPANY SECRETARIES**



*Neha Rajat Lahoty*

**NEHA RAJAT LAHOTY**  
**PARTNER**  
**M. NO.: FCS 8568**  
**COP NO.: 10286**  
**UDIN: F008568D000340011**

**Date: May 18, 2022**  
**Place: Mumbai**