

Notice

NOTICE is hereby given that the Thirtieth Annual General Meeting (30th AGM) of the Members of **Allied Digital Services Limited** will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai-400020 on Friday, August 09, 2024 at 03:00 p.m. (IST) 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, 2024, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.

2. To declare a dividend on Equity Shares of the Company for the financial year ended March 31, 2024.

3. To appoint a director in place of Mr. Sunil Bhatt (DIN: 09243963), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment as a Director of the Company.

4. To appoint Statutory Auditors and to fix their remuneration and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 139(2), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Singhi & Co; Chartered Accountants, Mumbai (Firm Registration No. 302049E), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring statutory auditors viz. M/s. Shah & Taparia, Chartered Accountants, Mumbai, and that M/s Singhi & Co; Chartered Accountants, the new Statutory Auditors of the Company shall hold office from the conclusion of this 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company to be held for the year ending March 31, 2029, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of

the Company in mutual consultation with the statutory auditors."

SPECIAL BUSINESS:

5. To approve re-appointment of Mr. Nehal Shah (DIN: 02766841) as Whole-Time Director designated as Executive Director of the Company for the period of 5 years effective from July 30, 2024 and approval of payment of remuneration to him.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, consent of the members of the Company be and is hereby granted for the re-appointment of Mr. Nehal Shah (DIN: 02766841), as Whole-Time Director, designated as Executive Director of the Company, for a further period of Five (5) years with effect from July 30, 2024 on such terms and conditions including remuneration as set out in Clause A to F below:

A. Period of Appointment: July 30, 2024 to July 29, 2029;

B. Basic Salary/Fixed Remuneration:

₹12 Lakh per annum for the said tenure upto July 29, 2029. However the fixed remuneration may be revised subject to recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors;

C. Variable Remuneration: In addition to the fixed remuneration the Executive Director shall also be entitled for variable remuneration:

- Commission payable against overall performance of the Company, and/or as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time however the payment of total variable remuneration to the Executive Director at any time shall not exceed 200% of the total annual fixed remuneration. The detailed calculation, modalities justification for payment of such variable remuneration shall be approved by the Board of Directors from time to time;

D. Perquisites: As per recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the Whole-Time Director also be entitled for such allowances/perquisites during his tenure viz.:

- reimbursement of expenditure or allowances in respect of rent-free furnished accommodation owned, leased or rented by the Company or House Rent Allowances in lieu thereof;
- repairs and maintenance of accommodation including furniture, fixtures and furnishings and provision of gas, electricity and water;
- medical reimbursement, health insurance premium, group personal accident insurance;
- telephone facility at residence, mobile phone;
- leave travel concession, for himself and his family;
- fees for two clubs;
- annual fees for two credit cards;
- Company's car with a driver and maintenance; and
- any other reimbursements, allowances or perquisites in terms of the Company's Rules.

"Family" mentioned above means the spouse, dependent parent and dependent children of the Executive Director, as mentioned in the applicable Rules or Schemes.

The Whole-Time Director shall also be entitled for perquisites not forming part of the basic salary for the purpose of computation of the Whole-Time Director's remuneration or perquisites viz.:

- (i) Company's contribution to Provident Fund and Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (iii) Encashment of leave at the end of tenure as per the Rules of the Company.

Perquisites shall be evaluated as per the applicable provisions of the Income Tax Act along with its relevant rules.

E. Minimum Remuneration: in the event that in any financial year during the tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate as computed under the applicable provisions of the Act, Mr. Nehal Shah, Whole-Time Director shall be entitled to receive the aforementioned remuneration as the minimum remuneration subject to receipt of requisite approvals, if any and as per the provisions of Schedule V of the Companies Act, 2013.

F. The Whole-Time Director shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.

G. Termination: The appointment of the Whole-Time Director may be terminate by either party by giving six (6) months' notice in writing to the other party.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

6. To consider, approve and adopt new set of Articles of Association 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 the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies(Incorporation) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to adopt new set of Articles of Association of the Company in substitution for and total exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To approve material related party transaction(s) for sale, purchase or supply of any goods or materials and availing and rendering of any services between the Company and Allied Digital Services LLC, USA for the year 2024-25:

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 the period comprising of financial year 2024-25 and further up to the date of Thirty-first Annual General Meeting of the Company for maximum aggregate value of ₹50 Crore (Rupees Fifty Crore only) per annum with regard to the contracts/transactions vide (a) and ₹150 Crore (Rupees One Hundred Fifty Crore only) per annum with regard to the contracts/transactions vide (b), plus applicable taxes during the said, 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.”

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

Nitin Shah

Chairman and Managing Director
DIN: 00189903

Place: Mumbai

Date: June 25, 2024

Registered Office:

808, 8th Floor, Plot No. 221/222,
Mafatlal Centre, Vidhan Bhavan Marg,
Nariman Point, Mumbai 400 021
CIN: L72200MH1995PLC085488
Website: www.allieddigital.net
E-mail ID: cs@allieddigital.net
Tel: +91 22 6681 6400
Fax: +91 22 2282 2030

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to 'Special Business' as set out in Item no. 5 to 7 to be transacted at the Annual General Meeting ('AGM') and relevant details in respect of Item no. 3 pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed hereto.
2. In order to provide an additional opportunity to shareholders who are unable to be present physically at the AGM and to facilitate participation of such members, the Company will be providing a facility to attend the AGM through audio visual means. A limited number of members on a first come first serve basis, who have completed prior registration, will be allowed to attend the AGM through audio visual means and express their views or ask questions during the AGM. Members who are interested in availing this facility may register themselves by sending a request from their registered email Id mentioning their name, DP ID and Client ID/folio number, PAN and mobile number to cs@allieddigital.net on or before Friday, August 2, 2024. The Company reserves the right to restrict the number of registrations depending on the availability of time. The National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting prior to the AGM and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained below and is also available on website of the Company at www.allieddigital.net
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. Hence, the Proxy Form and Attendance Slip including Route Map are annexed to this Notice. Accordingly, the facility for appointment of proxies by the Members who are attending AGM through VC/OAVM facility only will not be available for the AGM. Members/proxies should bring their Attendance slip duly completed for attending the Meeting physically.
4. **A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.**
5. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS before the commencement of the AGM**. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company.
6. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid. Proxy will be valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
7. All the Documents referred to in the accompanying Notice along with the Explanatory Statement shall be made available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
8. Pursuant to Section 113 of the Act, Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution/authorization etc., authorizing their representatives to attend and vote at the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to hsk@rathiandassociates.com with a copy marked to evoting@nsdl.com. 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.
9. The Company has fixed Friday, August 02, 2024 as 'Record Date' for determining entitlement of Members for Dividend for the Financial Year ended March 31, 2024, if approved at the ensuing AGM.

10. If 'Dividend' of ₹1.50/- (Rupee One and Fifty Paise Only), as recommended by the Board of Directors is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Tuesday, August 13, 2024 as under:

- i. 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", as of end of day on Friday, August 02, 2024;
- ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, August 02, 2024.

11. Pursuant to Finance Act 2020, Dividend Income is taxable in the hands of Shareholders w.e.f. April 1, 2020 and Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For prescribed rates in respect of various categories, please refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Depository Participants (DP) (if shares are held in electronic form) and with the Company/RTA (if shares are held in physical form).

A Resident Individual Shareholder with 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 by submitting documents at its dedicated link - viz. <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

Shareholders are requested to note that, in case, their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-Resident Shareholders [including Foreign Institutional Investors (FIIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment, Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits. For this purpose, the Shareholder may submit the above documents (PDF/JPG Format) to our Registrar & Transfer Agents, Link Intime India Private Limited at its dedicated link viz. <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.

12. In case of joint holders attending the AGM, 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.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

13. Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.allieddigital.net, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of NSDL viz. <https://www.evoting.nsdl.com>.

14. Members holding shares in physical mode and who have not updated their e-mail address with the Company are requested to update their e-mail address by writing to the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 along with copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport etc.) in support of address of the Member. Members holding shares in dematerialized mode are requested to register/update their e-mail addresses with the relevant Depository Participants. Pursuant to MCA Circulars issued by the Ministry of Corporate Affairs and SEBI Circular, the Company has also enabled the process for the limited purpose of receiving the Company's Annual Report and Notice of Annual General Meeting (including remote e-voting instructions) electronically and Members may temporarily update their e-mail address by accessing the link viz. https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html or on their website <https://www.linkintime.co.in/> under the Investor Services tab by choosing the e-mail registration heading and following the registration process as guided therein.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

15. Members 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 below for an access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join 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 Members who do not have 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.

16. For convenience of Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes prior to the time scheduled for the AGM and facility to join AGM shall be kept open throughout the proceedings of AGM. Members will be allowed to attend the AGM on first come, first serve basis.
17. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
18. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

19. As the AGM is being conducted through VC/OAVM, also, for smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their names, demat account no./folio no., email id, mobile no. at Investors@allieddigital.net. Questions/queries received by the Company by Tuesday, August 06, 2024 till 5 p.m. shall be considered and responded during AGM.
20. Members who would like to express their views or ask questions during the AGM, may register themselves as a speaker by sending an e-mail to the Company at Investors@allieddigital.net by Tuesday, August 06, 2024 till 5 p.m.
21. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

22. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in

relation to e-Voting Facility provided by Listed Entities, the Company is pleased to provide the facility to Members to exercise their rights to vote on the resolutions proposed to be passed at the AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system prior to the AGM as well as e-voting on the date of the AGM will be provided by NSDL.

23. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 02, 2024 i.e. the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
24. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-Voting will commence at 9.00 a.m. on Monday, August 05, 2024 and will end at 5.00 p.m. on Thursday, August 08, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their votes by remote e-voting prior to the AGM shall be eligible to cast their votes through e-Voting during the AGM, both i.e. physically present at the AGM venue as well as those attending the AGM through VC/OAVM. Members who have voted through remote e-voting prior to the AGM shall be eligible to attend the AGM, however, they shall not be eligible to vote at the Meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

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	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.

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>

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.

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Login method for Individual shareholders holding securities in demat mode is given below: (Contd.)

Type of shareholders	Login Method
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 tab and then use your existing my easi username & password.</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 and click on login & New System Myeasi Tab and then click on registration option.</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 and also able to directly access the system of all e-Voting Service Providers.</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. upon logging in, you will be able to see e-Voting option. 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 Company name or e-Voting service provider i.e. 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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@allieddigital.net
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@allieddigital.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively the shareholders/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 casted their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at 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.

GENERAL INFORMATION:

25. It is strongly recommended not to share your password with any other person and ensure 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.
26. The voting rights of Members shall be in proportion to their share of the paid - up Equity Share Capital of the Company as on Friday, August 02, 2024, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
27. Any person holding shares in physical form and non-individual Shareholders, who acquire shares

of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forget 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 022-4886 7000 and 022-2499 7000. 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. Friday, August 02, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

28. The Company has appointed Mr. Himanshu Kamdar, Practicing Company Secretary (Membership No. FCS 5171), failing him, Ms. Neha Lahoty (Membership No. FCS - 8568), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
29. The results of the electronic voting shall be declared to the Stock Exchanges, within two working days of conclusion of AGM pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements). The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.allieddigital.net and on the website of NSDL and communicated to the BSE Limited (BSE), and National Stock Exchange of India Limited (NSE) where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
30. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode, based on the request being sent on investors@allieddigital.net
31. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and the Investor Education & Protection Fund (IEPF) (Accounting, Audit, Transfer and Refund) Rules, 2016. As per the Rules, dividends which are not encashed/claimed by the Shareholders for a period of seven consecutive years shall be transferred to the IEPF Authority. The new IEPF Rules mandate the Companies to transfer Shares of the Shareholders whose Dividends have remained unpaid/unclaimed for a period of seven consecutive years, to the Demat Account of the IEPF Authority.
32. Members may please note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from April 1, 2024. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ Nos. 38 & 39). Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/ email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) so as to reach our RTA, on or before July 26, 2024 so that the folios can be KYC updated before the cut-off date of August 02, 2024.
33. Members who have either not received or have not yet encashed their dividend warrant(s) till the Financial Year ended March 31, 2024, are requested to write to the Company's Registrar and Share Transfer Agent at the address mentioned below for claiming dividend. Regulations 12 and Schedule I of SEBI LODR requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only through electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
34. Members are requested to furnish their Bank Account details, change of address, e-mail address etc. to the Company's Registrar and Transfer Agent viz; Link Intime India Private Limited at the address mentioned below, in respect of Shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.

35. Members desirous of getting any information about accounts of the Company are requested to send their queries at Investors@allieddigital.net of the Company at least 10 days prior to the date of the AGM so that the requisite information can be readily made available at the AGM.
36. In case of any queries, you may refer '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 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.
37. The SEBI vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all Security Holders. Members holding Shares in the physical form are therefore, requested to submit their PAN and Bank Account Details to Link Intime India Private Limited/Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear name of the Member. In the alternative, Members are requested to submit a copy of the Bank Passbook/Statement attested by the Bank. Members holding shares in Demat mode are requested to submit the aforesaid information to their respective Depository Participant.
38. As per Regulation 40 of SEBI LODR as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to dematerialised form.
39. 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 dematerialised form only while processing service requests viz; issue of duplicate securities certificate, renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD_RTAMD/P/CIR/2022/65 dated May 18, 2022, has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the RTA.
40. In reference to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/72 dated June 08, 2023, issued by SEBI titled online processing of investor service requests and complaints by RTAs our RTA has launched 'SWAYAM', a brand-new Investor Self- Service Portal, designed exclusively for the Investors serviced by Link Intime India Private Limited.

Following are the key features of 'SWAYAM'.

'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Private Limited", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- Effective Resolution of Service Request -Generate and Track Service Requests/ Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/ Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal - for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Pvt. Ltd.,
C- 101, First Floor, 247 Park,
LBS Marg, Vikhroli West,
Mumbai - 400083.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Nehal Shah, was appointed as Executive Director of the Company by the members at the 27th Annual General Meeting held on September 13, 2021 for a period of three (3) years from July 30, 2021 to July 29, 2024.

Mr. Nehal Shah has been serving as the Executive Director of the Company since 2018. Considering Mr. Nehal Shah's qualifications, experience and significant contributions made by him to the Company during his tenure as Executive Director of the Company, Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 23, 2024 approved the re-appointment of Mr. Nehal Shah (DIN: 02766841), as the Whole-Time Director of the Company for a Period of 5 Years with effect from July 30, 2024 upto July 29, 2029.

The Nomination and Remuneration Committee of the Company along with the Board of Directors reviewed the terms and conditions of the re-appointment of the Whole-Time Director. The principal terms are as follows:

Sr. No.	Particulars	Details
1.	Salary	₹12 Lakh per annum
2.	Variable Remuneration	Nil
3.	Termination	Either party giving 6 months' notice in writing to the other.

The aforesaid terms of re-appointment of Mr. Nehal Shah, Whole-Time Director, requires the approval of the Shareholders pursuant to Section 197 of the Companies Act, 2013. The Board accordingly recommends the resolutions to be passed as special resolution, set out at item no. 5 of the accompanying notice. Your approval is sought for the same.

Disclosures required under Schedule V of the Companies Act, 2013 are set out as the **"Annexure I"** to this Notice.

A brief profile of Mr. Nehal Shah including nature of his expertise and other details in terms of Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard 2 are provided herein.

The Board of Directors recommends appointment of Mr. Nehal Shah as Whole-Time Director by passing of Special Resolution as set out at Item No. 5 of this Notice.

Except Mr. Nitin Shah, Chairman and Managing Director, Ms. Tejal Shah, Executive Director, Mr. Nehal Shah, the appointee, and their respective relatives of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

Item No. 6

Considering the substantial changes over past decade in the statutory enactments as applicable to the Company which includes introduction of new provisions, amendments to existing provisions, etc., the Company proposes to adopt new set of Articles of Association in total exclusion and substitution of the existing Articles of Association with a view to bring the same in line with the prevailing legal spectrum.

The Board of Directors in its meeting held on May 23, 2024, considered it expedient to incorporate/ substitute/alter certain provisions in the Articles of Association (AoA) of the Company. As this would result in a number of changes in the existing AoA of the Company, it was desirable to adopt a new set of AoA in substitution and in exclusion to the existing AoA of the Company, subject to the approval of the Members of the Company. Pursuant to the provisions of Section 14 of the Act read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required the said purpose. The draft of new AOA will be available for inspection of members at the registered office of the Company during business hours on all working days till the date of the AGM as well as the website of the Company viz; www.allieddigital.net till the date of declaration of voting results.

Accordingly, the Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, financially or otherwise, in passing of the special resolution as mentioned at item no. 6 of the accompanying notice.

Item No. 7

The Company proposes to enter into contracts 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 for the period comprising of

financial year 2024-25 and further upto the date of Thirty-first Annual General Meeting of the Company.

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.

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 Crore (Rupees One Thousand Crore 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 material related party transactions i.e. 10% of the annual consolidated turnover of the Company for FY 2024-25, 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.

Except Mr. Nitin Shah, Mr. Nehal Shah, Mrs. Tejal Prakash Shah and Mr. Sunil Bhatt and their respective relatives, none of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, financially or otherwise, in passing of the special resolution as mentioned at item no. 7 of the accompanying notice.

"Annexure I"

INFORMATION OF DIRECTORS BEING PROPOSED TO BE APPOINTED/RE-APPOINTED AND WHOSE REMUNERATION IS PROPOSED TO BE APPROVED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ['SS - 2'] ON "GENERAL MEETINGS" ARE AS UNDER:

Name	Mr. Sunil Bhatt (DIN: 09243963)	Mr. Nehal Shah (DIN: 02766841)
Age	49 Years	38 Years
Nature of his expertise in specific functional areas	Technology Innovation and Business Development	HR and Operations
Qualifications	Diploma in Computer Technology	Bachelor's Degree in Engineering Diploma in Computer Technology
Experience (including expertise in specific functional area)/Brief Resume	29 years	14+ years
Number of Shares held in the Company (including beneficial ownership) as on March 31, 2024)	45,000 Equity Shares	1,11,800 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 Company plans, policies, undisclosed records design and/or strategies which are confidential in nature and he is required to maintain its confidentiality. 	
Date of First Appointment on the Board	July 30, 2021	July 30, 2018
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	-	Mr. Nitin Shah and Mrs. Tejal Prakash Shah
Number of Meetings attended during the year	5	5
Name of the other 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	-	4
Last drawn remuneration	-	₹12,00,000/- per annum
Details of Remuneration sought to be paid	-	₹12,00,000/- per annum

For Annexure I

Further Disclosure in pursuant to the provisions of Schedule V of the Companies Act, 2013

INFORMATION ABOUT THE APPOINTEE

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	<p>Financial performance based on the Audited Accounts for the year ended March 31, 2024 is as under:</p> <p style="text-align: right;">(₹ in Lakh)</p> <table> <tr> <td>Sales</td><td>28,665</td></tr> <tr> <td>Profit after Tax</td><td>2,220</td></tr> <tr> <td>Asset Turnover Ratio</td><td>0.51</td></tr> <tr> <td>Current Ratio</td><td>2.14</td></tr> <tr> <td>Profit to Net Sales</td><td>7.74%</td></tr> </table>	Sales	28,665	Profit after Tax	2,220	Asset Turnover Ratio	0.51	Current Ratio	2.14	Profit to Net Sales	7.74%
Sales	28,665										
Profit after Tax	2,220										
Asset Turnover Ratio	0.51										
Current Ratio	2.14										
Profit to Net Sales	7.74%										
5. Export performance and net foreign exchange collaborations	The total export sales realised during the year ended March 31, 2024 amounts to ₹6,612 Lakhs.										
6. Foreign investments or collaborations, if any	The Company's total investment as on March 31, 2024 in its Foreign Subsidiary Companies is ₹14,998 Lakhs.										
II OTHER INFORMATION											
1. Reasons of loss or inadequacy of profits	The Company has made profit during the year and is expected to perform better in coming years. Productivity and profits are expected to improve accordingly.										
2. Steps taken or proposed to be taken for improvement											
3. Expected increase in productivity and profits in measurable items											
III OTHER DISCLOSURE	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 Board of Directors' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2023-24.										

INFORMATION ABOUT THE APPOINTEE:

Name	Mr. Nehal Shah	Mr. Sunil Bhatt
Background details	Having an experience of 13+ years and expertise in HR and operations	Technology Innovation and Business Development
Recognition or awards	-	
Job profile and his suitability	Overall Management of the Company	
Comparative remuneration profile with respect of industry, size of the Company, profile with the position and person.	The proposed remuneration is in line with other companies in the IT Industries	
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Nitin Shah and Ms. Tejal Shah are relatives. Mr. Nehal Shah is the son of Mr. Nitin Shah and relative of Ms. Tejal Shah	

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

Place: Mumbai
Date: June 25, 2024

Nitin Shah
Chairman and Managing Director
DIN: 00189903

Registered Office:
808, 8th Floor, Plot No. 221/222,
Mafatlal Centre, Vidhan Bhavan Marg,
Nariman Point, Mumbai 400 021
CIN: L72200MH1995PLC085488
Website: www.allieddigital.net
E-mail ID: cs@allieddigital.net
Tel: +91 22 6681 6400
Fax: +91 22 2282 2030

"Annexure II"

Details of the proposed transactions 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 Transaction	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	For the period comprising of financial year 2024-25 and further upto the date of Thirty-first Annual General Meeting of the Company.	₹50.00 Crore
	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	For the period comprising of financial year 2024-25 and further upto the date of Thirty-first Annual General Meeting of the Company.	₹150.00 Crore
4.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by value of the proposed transaction	29%		
	Value of proposed transaction based on Percentage of Allied Digital Services, LLC, USA annual Standalone turnover	43%		
5.	Aggregate Value of all transactions	₹200 Crore		
6.	Tenure	For the period comprising of financial year 2024-25 and further upto the date of Thirty-first Annual General Meeting of the Company.		
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 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"> The Company is an Indian multi-national IT company, having subsidiaries in multiple countries such as USA, UK, Ireland, Brazil, Japan, China, Singapore, etc. Though, in most of the countries, it has operations and inter-company transactions, the Company's maximum transactions are with Allied Digital LLC, USA In fact, the volume of business in the US subsidiary company is more than 80% of the overall volume of the entire group companies put together. The US subsidiary company has its clientele spread across the globe and ADSL, the parent company, provides services to the said clients remotely from India. The US subsidiary company outsources a portion of its scope of work through ADSL since ADSL is highly cost effective for the clients. Furthermore, all the transactions between the US subsidiary company and other subsidiaries of the Company too are on arm's length basis and reviewed by Independent Auditors 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.

Except Mr. Nitin Shah, Mr. Nehal Shah, Mrs. Tejal Prakash Shah and Mr. Sunil Bhatt and their respective relatives, none of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, financially or otherwise, in passing of the special resolution as mentioned at item no. 7 of the accompanying notice.

All individuals/entities falling under definition of related party of the Company shall abstain from voting on the said resolution 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**

Place: Mumbai
Date: June 25, 2024

Nitin Shah
Chairman and Managing Director
DIN: 00189903

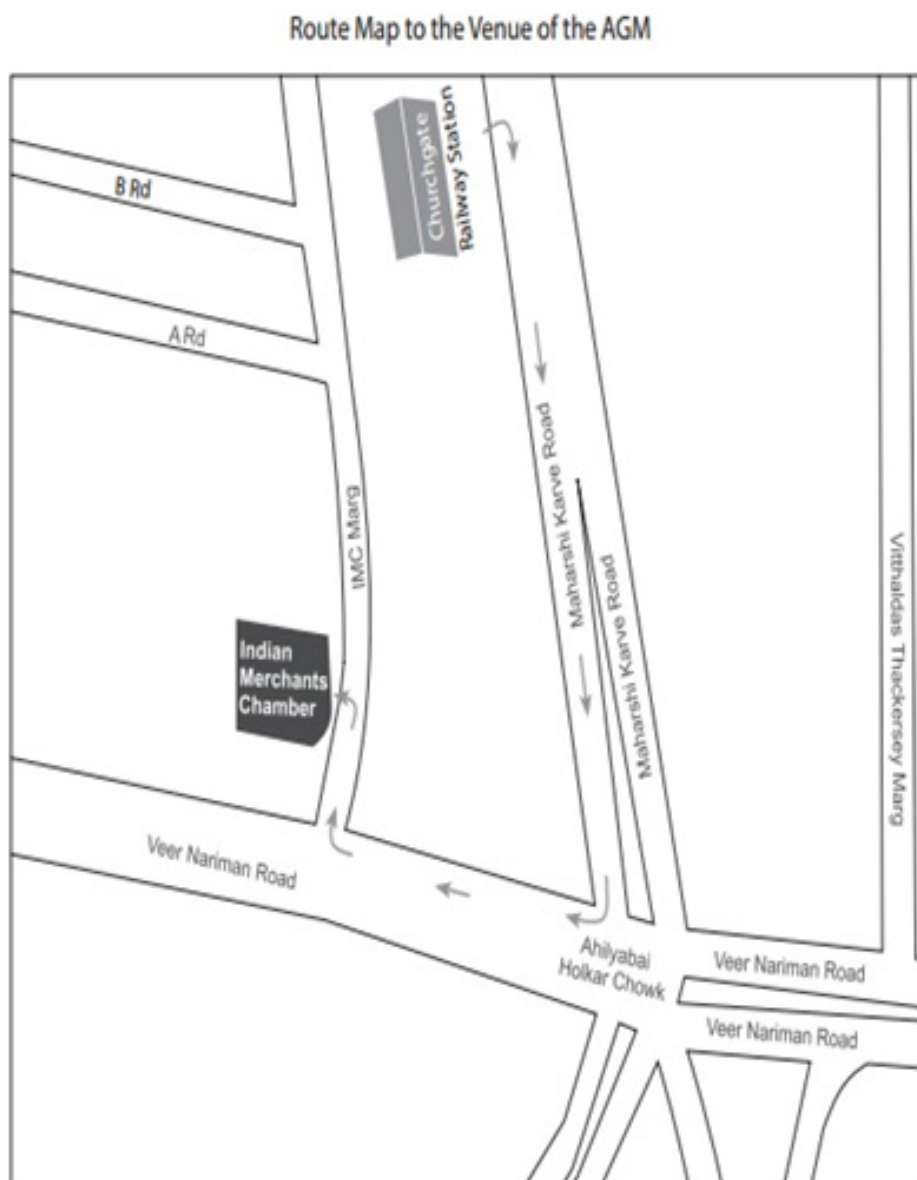
Registered Office:
808, 8th Floor, Plot No. 221/222,
Mafatlal Centre, Vidhan Bhavan Marg,
Nariman Point, Mumbai 400 021
CIN: L72200MH1995PLC085488
Website: www.allieddigital.net
E-mail ID: cs@allieddigital.net
Tel: +91 22 6681 6400
Fax: +91 22 2282 2030

DETAILS OF VENUE OF THE ANNUAL GENERAL MEETING

Address: Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate
Mumbai - 400 020

Landmark: Near Churchgate Station

ROUTE MAP





ALLIED DIGITAL SERVICES LIMITED

CIN: L72200MH1995PLC085488
 Registered Office: 808, 8th Floor, Plot No. 221/222,
 Mafatlal Centre, Vidhan Bhavan Marg,
 Nariman Point, Mumbai 400 021
[Website:www.allieddigital.net](http://www.allieddigital.net) [Email:investors@allieddigital.net](mailto:investors@allieddigital.net)
 Tel: +91 22 6681 6400 Fax: +91 22 2282 2030

ATTENDANCE SLIP

(To be completed and presented at the entrance of the Meeting Hall)

Registered Folio/DP ID & Client ID	
Name of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	
Address of Shareholder	
No. of Share(s)	

I/We hereby record my/our presence at the **30th ANNUAL GENERAL MEETING** of the Company to be held on Friday, August 09, 2024 at 03:00 P.M. (IST) at Walchand Hirachand Hall, 4th Floor, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020.

Member's Folio/DP ID/Client ID No

Member's/Proxy's name
(in Block Letters)

Member's/Proxy's Signature

Note:

- Please fill in the Folio/DP ID-Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions for e-voting given along with Annual Report. The remote e-voting period starts from (9:00 am) on Monday, August 05, 2024 and will end at 5.00 p.m. on Thursday, August 08, 2024. The voting module shall be disabled by NSDL for voting thereafter.

Note: PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

FORM NO. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

30th ANNUAL GENERAL MEETING ON AUGUST 09, 2024

Name(s) of Member(s):

Registered Address:

Email Id:

DP ID Client ID/Folio No.

I/We, being the member(s) of Shares of Allied Digital Services Limited, hereby appoint:

1. Name:

Address:

Email Id:

Signature: or failing him/her

2. Name:

Address:

Email Id:

Signature: or failing him/her

3. Name:

Address:

Email Id:

Signature: or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Friday, August 09, 2024 at 03:00 PM at Walchand Hirachand Hall, 4th Floor, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolution	For	Against	Abstain
Ordinary Business	Ordinary Resolution			
1.	To consider and adopt: <ul style="list-style-type: none"> a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon. 			
2.	To declare a dividend on Equity Shares of the Company for the financial year ended March 31, 2024.			
3.	To appoint a Director in place of Mr. Sunil Bhatt (DIN: 09243963), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment as a Director of the Company			
4.	To appoint Statutory Auditors and fix their remuneration.			
Special Business	Special Resolution			
5.	To approve re-appointment of Mr. Nehal Shah (DIN: 02766841) as Whole-Time Director designated as Executive Director of the Company for the period of 5 years effective from July 30, 2024 and approval of payment of remuneration.			
6.	To consider, approve and adopt new set of Articles of Association of the Company			
7.	To approve material related party transaction(s) for sale, purchase or supply of goods and materials and availing and/or rendering of services between the Company and Allied Digital Services LLC, USA for the period comprising of financial year 2024-25 and further upto the date of Thirty-first Annual General Meeting of the Company			

Signed this day of 2024

Signature of Member:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Proxy need not be a member of the Company.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.