

Date: June 14, 2021

To,  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai 400051  
SYMBOL: ADSL

To,  
Corporate Relationship Department  
BSE Limited  
P.J Towers Dalal Street  
Mumbai- 400 001  
Scrip Code: 532875

Dear Sir/Madam,

Re: SEBI Circular No. CiR/CFD/CMD1/27/2019 dated February 8, 2019

Sub: Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021 as required under Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the subject captioned above, enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021 issued by Rathi & Associates, Company Secretaries, Mumbai.

Kindly take the same on record.

Thanking you,

Yours sincerely,

For Allied Digital Services Limited

  
Prakash Shah  
Whole-time Director  
DIN: 00189842



# *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 31<sup>st</sup> March, 2021**

We, M/s Rathi & Associates, Company Secretaries, have conducted online verification and examination of records, as facilitated by the Company, due to Covid 19 and subsequent lockdown situation for the purpose of submission of 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 31<sup>st</sup> March 2021:

We have examined,

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

**For the financial year ended 31<sup>st</sup> March, 2021 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 including amendments, 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 "Listing Regulations");

- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

**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, 1998;
- 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 by the concerned authority from time to time and based on the above explanation, we hereby report that, during the Reporting 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:

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations</b>
1.	In terms of Regulation 24(1) of Listing Regulations read with explanation for the term "material subsidiary" as mentioned in said	Non-appointment of at least one Independent Director of the Company on the	As informed by the management of the Company, consent from at least one Independent Director of the Company

Regulations- At least one independent director of the listed entity shall be a director on the board of directors of unlisted material subsidiary, whether incorporated in India or not.	Board of Directors of unlisted material subsidiary namely Allied Digital Services, LLC.	is awaited for appointment as a Director on the Board of Directors of unlisted material subsidiary company namely Allied Digital Services, LLC.
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- 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
NIL				

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

Sr. No.	Observations of Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by Listed entity, if any	Comments of Practising Company Secretary on the action taken by the Listed entity
1.	Regulation 31(2) of Listing Regulations – 100% shareholding of promoters and promoter group in dematerialized Form	31 <sup>st</sup> March, 2020	Corporate action procedure for credit of said shares in the respective demat account of the two	40,18,801 equity shares allotted to the two promoters pursuant to conversion of warrants now held in demat

	As regards total of 4018801 equity shares allotted to the two promoters of the Company towards conversion of warrants on 14 <sup>th</sup> August 2014, the Company has stated that the said shares were allotted in demat form and accordingly shown the said shares as demat shares in its quarterly shareholding pattern filed for June 2019, September 2019 and December 2019.		promoters namely Mr. Nitin Shah and Mr. Prakash Shah, was completed during FY 2019-20 and trading approval from stock exchanges viz. BSE Limited and the National Stock Exchange of India Limited on February 04, 2020 and February 17, 2020 respectively.	form.
2.	Regulation 14 of Listing Regulations – Annual listing Fees to the Stock Exchanges  Delay in payment of Annual listing fees to BSE and NSE for the Financial year 2019-20.	31 <sup>st</sup> March, 2020	The Company has paid the Annual Listing Fees to BSE and NSE for the Financial Year 2019-20 after the due date.	-
3.	As per Regulation 167(6) [Regulation 78 (6) of SEBI (ICDR) Regulations, 2009] of SEBI (ICDR) Regulations, 2018, pre preferential shareholding of the Promoters was Locked-in for the period of six months from the	31 <sup>st</sup> March, 2020	The Company obtained trading approval from stock exchanges(s) BSE Limited and the National Stock Exchange of India Limited	The pre-preferential shareholding of the promoters were locked in for a period of six months from the date of the last trading approval received from

	Trading Approval.		on February 04, 2020 and February 17, 2020 respectively. Accordingly, the pre-preferential shareholding of Mr. Nitin Shah (1,25,96,364 equity shares) and Mr. Prakash Shah (63,46,214 equity shares) were locked in upto 31 <sup>st</sup> August, 2020.	the stock exchange.
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**For RATHI & ASSOCIATES  
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR  
PARTNER  
MEM No. FCS:5171  
COP: 3030  
UDIN: F005171C000398401**

**Date: 31/05/2021  
Place: Mumbai**