

September 05, 2020

To,
Department of Corporate Service
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 532875

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051
Symbol: ADSL

Dear Sir/ Madam,

Subject: Submission of the declaration of voting results along with scrutinizers report on resolutions as set out in notice of 26th Annual General Meeting of the Company held on Thursday, September 03, 2020.

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

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

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

Registered Office: Allied Digital Services Limited, Premises No. 13A, 13th Floor, Earnest House, Back Bay Reclamation,
NCPA Road, Block III, Nariman Point, Mumbai - 400 021.

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

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

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

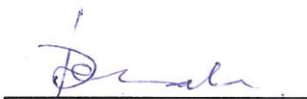
	2020) during any one year, equal to or exceeding one percent but not exceeding two percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options in one or more tranches, on such terms and in such manner as stated in "ADSL - Employees Stock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

Accordingly, I, Nitin Shah, Chairman and Managing Director, declare that all the 11 (Eleven) resolutions, as set out in the Notice of the 26th Annual General Meeting of the Company, have been passed with requisite majority by the Members of the Company.

Further, in accordance with the provision of Regulation 44 of Listing Regulations, 2015, please find enclosed the details of the voting results in the prescribed format for your information and records

Kindly take the above on record

For Allied Digital Services Limited



Nitin Shah
Chairman and Managing Director
DIN: 00189903



Encl: As above.

Allied Digital Services Limited								
			<p>1 - To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 comprising of the Audited Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year from April 1, 2019 to March 31, 2020 including its Schedules and the Notes attached thereto and forming part thereof along with the reports of the Board of Directors and the Statutory Auditors thereon; and (b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, comprising of the Audited Consolidated Balance Sheet as at March 31, 2020, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the Financial Year from April 1, 2019 to March 31, 2020 including its Schedules and the Notes attached thereto and forming part thereof along with the report of the Statutory Auditors thereon.</p>					
Resolution Required : (Ordinary)								
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	100.0000	0.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	347227	82	99.9764	0.0236
	Poll		261107	1.0296	261107	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	608334	82	99.9865	0.0135
Total		50205528	25305762	50.4043	25305680	82	99.9997	0.0003



Allied Digital Services Limited

Resolution Required : (Ordinary)

2 - For declaration of dividend on equity shares of the Company for the Financial Year 2019-20

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	100.0000	0.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	347297	12	99.9965	0.0035
	Poll		261107	1.0296	261107	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	608404	12	99.9980	0.0020
Total		50205528	25305762	50.4043	25305750	12	100.0000	0.0000



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Allied Digital Services Limited

Resolution Required : (Ordinary)

3 - For appointment of Mr. Nehal Nitin Shah (DIN: 02766841), who retired by rotation at the 26th Annual General Meeting and being eligible, had offered himself for re-appointment, as Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	100.0000	0.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	347157	152	99.9562	0.0438
	Poll		261107	1.0296	261107	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	608264	152	99.9750	0.0250
Total		50205528	25305762	50.4043	25305610	152	99.9994	0.0006



Nehal Nitin Shah

Allied Digital Services Limited								
Resolution Required : (Special)			4 - For revision in remuneration of Mr. Nitin Dhanji Shah (DIN: 00189903), Chairman and Managing Director of the Company, for the Financial Year 2020-21 i.e. from 1st April 2020 to 31st March 2021					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	100.0000	0.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	162809	184500	46.8773	53.1227
	Poll		261107	1.0296	810	260297	0.3102	99.6898
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	163619	444797	26.8926	73.1074
Total		50205528	25305762	50.4043	24860965	444797	98.2423	1.7577



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Allied Digital Services Limited

Resolution Required : (Special)		5 - For revision in remuneration of Mr. Prakash Shah (DIN: 00189842), Whole-time Director of the Company for the Financial Year 2020-21 i.e. from 1st April 2020 to 31st March 2020						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	100.0000	0.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	162809	184500	46.8773	53.1227
	Poll		261107	1.0296	261107	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	423916	184500	69.6754	30.3246
Total		50205528	25305762	50.4043	25121262	184500	99.2709	0.7291



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Allied Digital Services Limited

Resolution Required : (Ordinary)
 6 - For appointment of Mr. Milind Madhav Kamat (DIN: 01772084) who was appointed by Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from June 11, 2020 to hold office upto the date of 26th Annual General Meeting, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years commencing from June 11, 2020 up to June 10, 2025

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	100.0000	0.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	347157	152	99.9562	0.0438
	Poll		261107	1.0296	261107	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	608264	152	99.9750	0.0250
Total		50205528	25305762	50.4043	25305610	152	99.9994	0.0006



Seal

Allied Digital Services Limited

7 - For introduction and implementation of "ADSL -Employees Stock Option Plan 2020" ("ESOP - 2020") to create, grant, offer, issue and allot at any time in one or more tranches, such number of stock options convertible into Equity Shares of the Company ("Options"), in one or more tranches, not exceeding 40,00,000 Equity Shares of face value of Rs. 5/- each, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP-2020, and all provisions of applicable laws, and granting of powers to the Board of Directors to deal with the matters related thereto

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	0	100.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	347157	152	99.9562	0.0438
	Poll		261107	1.0296	261107	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	608264	152	0	99.9750
Total		50205528	25305762	50.4043	25305610	152	99.9994	0.0006



Deval

Allied Digital Services Limited

8 - For extending the benefits of 'ADSL –Employees Stock Option Plan 2020' ("ESOP- 2020") to such persons who are in permanent employment of the Holding Company and its Subsidiaries Company(ies) whether working in India or outside India, and to the Directors of the Holding Company or its Subsidiary Companies, and to such persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time and granting of powers to the Board of Directors to deal with the matters related thereto

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	100.0000	0.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	346956	353	99.8984	0.1016
	Poll		261107	1.0296	261107	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	608063	353	99.9420	0.0580
Total		50205528	25305762	50.4043	25305409	353	99.9986	0.0014



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Allied Digital Services Limited

Resolution Required : (Special)		9 - For grant of options to identified employees under 'ADSL - Employees Stock Option Plan 2020 (ESOP – 2020) during any one year, equal to or exceeding one percent but not exceeding two percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options in one or more tranches, on such terms and in such manner as stated in "ADSL - Employees Stock Option Plan 2020"						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	100.0000	0.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	344157	3152	99.0925	0.9075
	Poll		261107	1.0296	810	260297	0.3102	99.6898
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	344967	263449	56.6992	43.3008
Total		50205528	25305762	50.4043	25042313	263449	98.9589	1.0411



[Signature]

Allied Digital Services Limited

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



[Handwritten Signature]

Allied Digital Services Limited

Resolution Required : (Special)
 11 - For approval to the Board of Directors to create, offer, issue and allot upto 40,00,000 Equity Warrants, each convertible into or exchangeable for One equity share, at such price, aggregate of which not exceeding Rs. 10,00,00,000/- to Mr. Nitin Dhanji Shah, Promoter of the Company on a preferential basis

Whether promoter/ promoter group are interested in the agenda/resolution? YES

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	24825286	24697346	99.4846	24697346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24697346	99.4846	24697346	0	100.0000	0.0000
Public Institutions	E-Voting	21028	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	25359214	347309	1.3696	177310	169999	51.0525	48.9475
	Poll		261107	1.0296	310	260797	0.1187	99.8813
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		608416	2.3992	177620	430796	29.1938	70.8062
Total		50205528	25305762	50.4043	24874966	430796	98.2976	1.7024



Jadhav

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

September 4, 2020

The Chairman
Allied Digital Services Limited
Premises No.13A,
13th Floor, Earnest House,
Backbay Reclamation,
NCPA Road, Block III,
Nariman Point,
Mumbai - 400 021

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and e-voting at 26th Annual General Meeting of Allied Digital Services Limited held on 3rd September, 2020

Allied Digital Services Limited ("the Company") at their Board meeting held on 30th July, 2020, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to the 26th Annual General Meeting of the Company held on 3rd September, 2020 ("the AGM") and e-voting conducted at the AGM on the resolutions contained in the Notice dated 4th August, 2020 of the AGM, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively "Circulars"). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

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

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

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

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

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

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

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

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

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES

HIMANSHU
SHANTILAL
KAMDAR

Digitally signed by HIMANSHU SHANTILAL
KAMDAR
DN: cn=Personal,
pseudoym=199962306cb200db48b84e52f
c23db02959caff154220f0608ee418996d701c,
postalCode=400071, st=MAHARASHTRA,
serialNumber=16.6524ec5ab317ead138e30c8
10f0af6ec224c8af7ed339ab53707909a0c0,
cn=HIMANSHU SHANTILAL KAMDAR
Date: 2020.09.04 19:47:50 +05'30'

HIMANSHU S. KAMDAR

PARTNER

M. NO. FCS 5171

COP NO. 3030

UDIN: F005171B000665193

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

For Resolution 1 as an Ordinary Resolution:

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

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

***Rounded off to nearest percentage**

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

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

***Rounded off to nearest percentage**

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

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

***Rounded off to nearest percentage**

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

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

***Rounded off to nearest decimal**

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

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

***Rounded off to nearest decimal**

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

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

***Rounded off to nearest percentage**

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

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

***Rounded off to nearest percentage**

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

Sr. No.	Particulars	Resolution 8	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM	4	2,61,107
b.	Votes cast through remote e-voting	124	2,50,44,655
	Total	128	2,53,05,762
c.	Less: Invalid voting	-	-
d.	Net Valid voting		
	(i) Voting with assent for the Resolution	122	2,53,05,409
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	6	353
	% of Dissent		-

***Rounded off to nearest percentage**

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

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

***Rounded off to nearest decimal**

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

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

***Rounded off to nearest decimal**

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

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

***Rounded off to nearest decimal**