

Date: August 18, 2023

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai — 400 001
Symbol: ADSL

To,
Department of Corporate Service
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai — 400 051
Scrip Code: 532875

Dear Sir/ Madam,

Subject: Submission of the declaration of voting results along with Scrutinizer's Report on resolutions as set out in notice of 29th Annual General Meeting of the Company held on Thursday, August 17, 2023.

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 29th Annual General Meeting ('AGM') of the Company was convened on Thursday, August 17, 2023 through Video Conference (VC) /Other Audio Visual Means (OAVM) at 03:00 P.M. (I.S.T.) to seek the approval of members of the Company on the resolutions as set out in Notice dated May 25, 2023. The meeting was held in compliance with the General Circulars issued from time to time issued by the Ministry of Corporate Affairs and by the Securities and Exchange Board of India (SEBI). The Company had provided remote 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 May 25, 2023 which commenced from Monday, August 14, 2023 at 09:00 a.m. and ended on Wednesday, August 16, 2023 at 05:00 p.m. The e-voting facility remained opened during the 29th AGM on Thursday, August 17, 2023, 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. The Scrutinizer has submitted his report on the e-voting, 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 'in against' of the resolution
1	To consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year	Ordinary Resolution	100*	0*

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.

B: +91 22 6681 6400 | F: +91 22 2282 2030 | www.allieddigital.net | CIN - L72200MH1995PLC085488

	ended March 31, 2023, together with the Report of the Statutory Auditors thereon.			
2	To declare final dividend on equity shares of the Company for the Financial Year 2022-23	Ordinary Resolution	100*	0*
3	To appoint a director in place of Mr. Nehal Nitin Shah (DIN: 02766841) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary Resolution	99.96*	0.04*
4	To approve appointment of Mrs. Tejal Prakash Shah (DIN: 02766902) as Director of the Company	Special Resolution	99.99*	0.01*
5	To approve material related party transaction(s) for sale, purchase or supply of any goods or materials and availing or rendering of any services between the Company and Allied Digital Services, LLC, USA	Ordinary Resolution	99.89*	0.11*

* Rounded off to nearest percentage

Accordingly, I, Nitin Shah, Chairman and Managing Director, declare that resolution no 1 to 5, as set out in the Notice of the 29th 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 & Managing Director
DIN: 00189903

Encl.: a/a

Allied Digital Services Limited

Resolution Required : (Ordinary)		1 - To consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	28861800	28620724	99.1647	28620724	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		28620724	99.1647	28620724	0	100.0000	0.0000
Public Institutions	E-Voting	92229	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	25989049	840510	3.2341	840510	0	100.0000	0.0000
	Poll		566	0.0022	521	45	92.0495	7.9505
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		841076	3.2363	841031	45	99.9946	0.0054
Total		54943078	29461800	53.6224	29461755	45	99.9998	0.0002

Allied Digital Services Limited

Resolution Required : (Ordinary)		2 - To declare final dividend on equity shares of the Company for the Financial Year 2022-23.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	28861800	28620724	99.1647	28620724	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		28620724	99.1647	28620724	0	100.0000	0.0000
Public Institutions	E-Voting	92229	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	25989049	840510	3.2341	840510	0	100.0000	0.0000
	Poll		566	0.0022	521	45	92.0495	7.9505
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		841076	3.2363	841031	45	99.9946	0.0054
Total		54943078	29461800	53.6224	29461755	45	99.9998	0.0002

Allied Digital Services Limited

Resolution Required : (Ordinary)		3 - To appoint a director in place of Mr. Nehal Nitin Shah (DIN: 02766841) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	28861800	28620724	99.1647	28620724	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		28620724	99.1647	28620724	0	100.0000	0.0000
Public Institutions	E-Voting	92229	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	25989049	840510	3.2341	829818	10692	98.7279	1.2721
	Poll		566	0.0022	521	45	92.0495	7.9505
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		841076	3.2363	830339	10737	98.7234	1.2766
Total		54943078	29461800	53.6224	29451063	10737	99.9636	0.0364

Allied Digital Services Limited								
Resolution Required : (Special)			4 - To approve appointment of Mrs. Tejal Prakash Shah (DIN: 02766902) as Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	28861800	28620724	99.1647	28620724	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		28620724	99.1647	28620724	0	100.0000	0.0000
Public Institutions	E-Voting	92229	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	25989049	840510	3.2341	838619	1891	99.7750	0.2250
	Poll		566	0.0022	521	45	92.0495	7.9505
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		841076	3.2363	839140	1936	99.7698	0.2302
Total		54943078	29461800	53.6224	29459864	1936	99.9934	0.0066

Allied Digital Services Limited

Resolution Required : (Ordinary)			5 - To approve material related party transaction(s) for sale, purchase or supply of any goods or materials and availing or rendering of any services between the Company and Allied Digital Services, LLC, USA					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	28861800	0	0.0000	0	0		
	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 Institutions	E-Voting	92229	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	25989049	747009	2.8743	746308	701	99.9062	0.0938
	Poll		566	0.0022	481	85	84.9823	15.0177
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		747575	2.8765	746789	786	99.8949	0.1051
Total		54943078	747575	1.3606	746789	786	99.8949	0.1051

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

August 17, 2023

To

The Chairman

ALLIED DIGITAL SERVICES LIMITED

Premises No.13A, 13th Floor, Earnest House,
NCPA Road, Block III, Nariman Point,
Mumbai- Maharashtra 400021.

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting prior to and e-voting at the 29th Annual General Meeting of the Members of Allied Digital Services Limited held on Thursday, August 17, 2023**

The Board of Directors of Allied Digital Services Limited ('the Company') at their meeting held on May 25, 2023 appointed the undersigned as the Scrutinizer, to ensure that the process of remote e-voting prior to and e-voting during the 29th Annual General Meeting ('AGM') on the resolutions contained in the Notice dated May 25, 2023 in the manner prescribed under Section 108 of the Companies Act, 2013 ('the Act') as amended from time to time read with the Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable provisions of the Act, Secretarial Standards on General Meeting ("SS-2") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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 the General Circular No. 14/2020 dated April 08, 2020, the Circular No. 17/2020 dated April 13, 2020, the Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No.10/2022 dated December 28, 2022 along with other applicable circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India vide Circular dated January 05, 2023 bearing Ref. No: SEBI/HO/CFD/PoD-2/P/CIR/2023/4 read with Circular dated May 12, 2020 bearing Ref. No.: SEBI/HO/CFD/CMD1/CIR/P/2020/79, the Circular dated January 15, 2021 bearing Ref. No SEBI/HO/CFD/CMD2/CIR/P/2021/11 and Circular dated May 13, 2022 bearing Ref. No: SEBI/HO/CFD/CMD2/CIR/P/2022/62.



The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder, the circulars issued by the MCA and the applicable regulations of the SEBI Listing Regulations, relating to remote e-voting prior to and e-voting at the time of AGM on the resolutions contained in the aforesaid Notice convening the AGM. Our responsibility as a Scrutinizer is to ensure that the voting through remote e-voting prior to the AGM and e-voting 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" on the resolutions, based on the reports generated from the system as per the facility provided by the National Securities Depository Limited, the agency engaged by the Company to provide e-voting facility.

As required under Section 101 of the Act read with aforementioned circulars issued by MCA, Notice convening AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by electronic means to vote through the mechanism of remote e-voting prior to the AGM and e-voting at the time of AGM in accordance with the provisions of the Act and Rules made thereunder on the following resolutions:

1. **Resolution No. 1 as an Ordinary Resolution** for consideration and adoption of:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Statutory Auditors thereon.
2. **Resolution No. 2 as an Ordinary Resolution** for declaration of final dividend on Equity Shares of the Company for the Financial Year 2022-23.
3. **Resolution No. 3 as an Ordinary Resolution** for re-appointment of Mr. Nehal Nitin Shah (DIN: 02766841), who retired by rotation at 29th Annual General Meeting and being eligible, had offered himself for re-appointment.
4. **Resolution No. 4 as a Special Resolution** for appointment of Mrs. Tejal Prakash Shah (DIN: 02766902) as an Executive Director of the Company for a period of three (3) years with effect from May 25, 2023 upto May 24, 2026, liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement thereto.
5. **Resolution No. 5 as an Ordinary Resolution** for approval for material related party transaction(s) between the Company and Allied Digital Services LLC, USA, for sale, purchase or supply of goods or materials and availing or rendering of services.

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 during the 29th 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 Members of the Company to cast their votes from 9.00 a.m. (IST) of Monday, August 14, 2023 which ended at 5:00 p.m. (IST) of Wednesday, August 16, 2023. Accordingly, votes cast through remote e-voting upto 5.00 p.m.



(IST) of Wednesday, August 16, 2023 and votes cast through e-voting during the 29th AGM, have been considered for my scrutiny.

After conclusion of the 29th Annual General Meeting, the voting through remote e-voting prior to AGM and e-voting during the AGM, were unlocked. In case of Members who cast votes through remote e-voting as well as e-voting during the AGM, the voting through remote e-voting of such Members was treated as valid. A summary of the votes cast by Members through remote e-voting prior to AGM and e-voting during 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 during the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the 29th AGM or any person authorized by him in writing.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR
PARTNER
M. No. FCS 5171
COP No. 3030
UDIN: F005171E000817994
P. R. CERTIFICATE NO. 668/2020**



**COUNTERSIGNED BY
FOR ALLIED DIGITAL SERVICES LIMITED**

**NITIN DHANJI SHAH
CHAIRMAN & MANAGING DIRECTOR
DIN: 00189903**

ANNEXURE

Resolution No. 1 as an Ordinary Resolution for consideration and adoption of:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together 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 during the AGM	24	566
b.	Votes cast through remote e-voting prior to the AGM	179	2,94,63,973
	Total	203	2,94,64,539
c.	Less: Invalid voting	2	2,739
d.	Net Valid e-voting	201	2,94,61,800
	(i) Voting with assent for the Resolution	200	2,94,61,755
	% of Assent		100*
	(ii) Voting with dissent for the Resolution	1	45
	% of Dissent		0*

** Rounded off to nearest percentage*



Resolution No. 2 as an Ordinary Resolution for declaration of final dividend on Equity Shares of the Company for the Financial Year 2022-23.

Sr. No.	Particulars	Resolution 2	
		No. of Members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	24	566
b.	Votes cast through remote e-voting prior to the AGM	179	2,94,63,973
	Total	203	2,94,64,539
c.	Less: Invalid voting	2	2,739
d.	Net Valid e-voting	201	2,94,61,800
	(i) Voting with assent for the Resolution	200	2,94,61,755
	% of Assent		100*
	(ii) Voting with dissent for the Resolution	1	45
	% of Dissent		0*

** Rounded off to nearest percentage*



Resolution No. 3 as an Ordinary Resolution for re-appointment of Mr. Nehal Nitin Shah (DIN:02766902), who retired by rotation at 29th Annual General Meeting and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	Resolution 3	
		No. of Members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	24	566
b.	Votes cast through remote e-voting prior to the AGM	179	2,94,63,973
	Total	203	2,94,64,539
c.	Less: Invalid voting	2	2,739
d.	Net Valid e-voting	201	2,94,61,800
	(i) Voting with assent for the Resolution	192	2,94,51,063
	% of Assent		99.96*
	(ii) Voting with dissent for the Resolution	9	10,737
	% of Dissent		0.04*

* Rounded off to nearest percentage



Resolution No. 4 as a Special Resolution for appointment of Mrs. Tejal Prakash Shah (DIN: 02766902) as an Executive Director of the Company for a period of three (3) years with effect from May 25, 2023 upto May 24, 2026 liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement thereto.

Sr. No.	Particulars	Resolution 4	
		No. of Members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	24	566
b.	Votes cast through remote e-voting prior to the AGM	179	2,94,63,973
	Total	203	2,94,64,539
c.	Less: Invalid voting	2	2,739
d.	Net Valid e-voting	201	2,94,61,800
	(i) Voting with assent for the Resolution	192	2,94,59,864
	% of Assent		99.99*
	(ii) Voting with dissent for the Resolution	9	1,936
	% of Dissent		0.01*

** Rounded off to nearest percentage*



Resolution No. 5 as an Ordinary Resolution for approval for material related party transaction(s) between the Company and Allied Digital Services LLC, USA, for sale, purchase or supply of goods or materials and availing or rendering of services.

Sr. No.	Particulars		Resolution 5	
			No. of Members who voted	No. of votes
a.	Votes cast through e-voting during the AGM		24	566
b.	Votes cast through remote e-voting prior to the AGM		179	2,94,63,973
	Total		203	2,94,64,539
c.	Less: Invalid voting		13	2,87,16,964
d.	Net Valid e-voting		190	7,47,575
	(i)	Voting with assent for the Resolution	184	7,46,789
		% of Assent		99.89*
	(ii)	Voting with dissent for the Resolution	6	786
		% of Dissent		0.11*

** Rounded off to nearest percentage*

Note: Based on the information provided and considering the conditions specified under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, votes cast by Related Parties have not been considered.

