

**PROCEEDINGS OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF ALLIED DIGITAL SERVICES LIMITED HELD ON THURSDAY, SEPTEMBER 25<sup>TH</sup>, 2014 AT 3:00 P.M. AT IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI - 400020**

**Present:**

- |                         |  |
|-------------------------|--|
| Mr. Nitin D. Shah       | - Chairman, Managing Director                              |
| Mr. Prakash D. Shah     | - Chief Financial Officer, Executive Director - Commercial |
| Mr. Paresh Shah         | - Chief Executive Officer, Whole-time director             |
| Dr. Shrikant Parikh     | - Independent Director                                     |
| Prof. Venugopal Iyengar | - Independent Director                                     |

**In attendance:**

- |                    |  |
|--------------------|--|
| Mr. Ravindra Joshi | - Company Secretary                                    |
| Mr. Jawahar Ali    | - Chief Executive Officer - Integrated Solutions Group |

47 Members were personally present.

Mr. Nitin Shah chaired the Meeting and announced that since the requisite quorum for the Meeting was there, the formal proceedings of the Meeting could commence. He then extended a warm welcome to the members present.

The Chairman announced that the Company has not received any proxies. He further stated that Register of Proxies and the Register of Directors' Shareholding were open for inspection of the members during the Meeting. He then introduced his colleagues on the Board to the members.

With the consent of the members present, the notice convening the Meeting along with the Audited Accounts and the Directors' Report were taken as read.



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**1. The first resolution was an Ordinary resolution:**

The following resolution was proposed by Mr. Nitin D. Shah and seconded by Mr. Vipul Chimanlal Parekh.

**“RESOLVED THAT** the audited Balance Sheet as at March 31<sup>st</sup> , 2014 and Profit & Loss Account for the year ended on that date and the Directors’ Report and the Auditor’s Report thereon, be and are hereby approved and adopted.”

The Chairperson invited the queries from the Shareholders. The Chairman of the Company suitably and satisfactorily clarified / replied to the queries.

**2. The Second resolution was an Ordinary resolution:**

The following resolution was proposed by Mr. Ramaswami Damodaranand seconded by Mr. Amit Jayantilal Vora.

**“RESOLVED THAT** Mr. Paresh Bipinchandra Shah (DIN: 05117129), Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that the period of office of the Director shall be liable to determination by retirement by rotation.”

**3. The third resolution was an Ordinary Resolution.**

The following resolution was proposed by Mr. Jayant Krishna Manjrekar and seconded by Mr. Ramaswami Damodaranand.



“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, M/s. Shah & Taparia bearing Membership Number 033594, be and are hereby appointed as Auditors of the Company in place of retiring auditors i.e. M/s. K.M. Kapadia & Associates, Chartered Accountant, Mumbai (Firm Registration No. 104777W), to hold the office for a period of five years i.e. from conclusion of Twentieth Annual General Meeting until conclusion of Twenty- Fifth Annual General Meeting of the Company subject to ratification in every Annual General Meeting at such remuneration plus service tax, out of pocket and travelling expenses, etc; as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** M/s. Shah & Taparia, Chartered Accountants, have given their consent for appointment and a certificate of eligibility under Section 139(1) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any director of the Company be and are hereby authorized, jointly and/or severally to take all steps as are necessary and to do all such acts, deeds and things as may be considered necessary and incidental to give effect to this resolution.”

#### **4. The fourth resolution was an Ordinary Resolution.**

The following resolution was proposed by Mr. Amit Jayantilal Vora and seconded by Mr. Bharat P Negandhi.

“RESOLVED THAT pursuant to provision of Section 149, 152 of the Companies Act, 2013 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment



thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Shubhada Jahagirdar who has consented to act as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for the term with effect from October 01<sup>st</sup>, 2014, not liable to retire by rotation.”

**5. The fifth resolution was an Ordinary Resolution.**

The following resolution was proposed by Mr. Bharat P Negandhi and seconded by Mr. Anil Shridhar Koregaonkar.

“RESOLVED THAT Pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Prof. Venugopal Ramaswami Iyengar (DIN 02591297), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for the term upto March 31<sup>st</sup>, 2019, not liable to retire by rotation.”

**6. The sixth resolution was an Ordinary Resolution**

The following resolution was proposed by Mrs. Shobha S Shenoy and seconded by Mr. Dharmesh P Gosalia.



“RESOLVED THAT Pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Shrikant Navnitlal Parikh (DIN 01735830), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for the term upto March 31<sup>st</sup>, 2019, not liable to retire by rotation.”

#### 7. The seventh resolution an Ordinary Resolution

The following resolution was proposed by Mrs. Vandana Vinayak Sonavane and seconded by Mrs. Shobha S Shenoy.

“RESOLVED THAT Pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Roopkishan Sohanlal Dave (DIN 02800417), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to



hold office for 5(five) consecutive years for the term upto March 31<sup>st</sup> , 2019, not liable to retire by rotation.”

Further, chairman drew attention of all the members present to clause 35B of the Listing Agreement read with Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 pursuant to which the Company had offered e-voting facility to its shareholders which had commenced on September 19<sup>th</sup>, 2014 (10.00 a.m.) onwards and ended on September 20<sup>th</sup> , 2014 (09.00 p.m.)

Thereafter, at the Annual General Meeting, a poll was undertaken (after the resolutions were proposed and seconded by the members present at the meeting) in order to facilitate the shareholders present at the meeting to cast their vote equivalent to the number of shares held by them (provided they had not already exercised their rights to vote through e-voting facility).

Further chairman informed that the results of the votes cast through electronic means and that through poll along with the Scrutinizer's report thereat will be placed on the website of the Company and the agency, i.e. Central Depository Services (India) Limited (CDSL) and the same will also be submitted to the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) within two days, that is by Saturday, September 27<sup>th</sup>, 2014.

The Chairman declared the Meeting closed.

The Meeting terminated with a vote of thanks to the Chair.



**Ravindra Joshi**  
(Company Secretary)

Date : September 25<sup>th</sup>, 2014

Place : Mumbai