

28th September, 2016

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

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

Dear Sir/Madam

**Sub: Submission of Voting Result as declared/ announced by the Company \
with regard to 6 (Six) Resolutions passed at the 22nd Annual General
Meeting of Company held on Monday, 26th September, 2016 at 04:00
P.M.**

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), please find attached herewith following documents/information related to the 22nd Annual General Meeting of Company held on Monday, 26th September, 2016 held at Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate Mumbai- 400 020 commenced at 04:00 P.M. and concluded at 05:20 P.M.

- a) Declaration of Results of the voting on 6 (six) resolutions set out in notice of 22nd Annual General Meeting held on Monday, September 26, 2016 made by the Chairman and Managing Director of the Company, Mr. Nitin Shah (**Annexure-1**);
- b) Disclosure of voting results made by the Company for the 22nd Annual General Meeting of the Company held on Monday, September 26, 2016 pursuant to Regulation 44(3) of the Listing Regulations (**Annexure-2**);
- c) Report of Scrutinizer in form MGT-13 pursuant to rule 20 of the Companies (Management and Administration) Rules, 2014 for ballot voting and remote e-voting results (**Annexure-3**).

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BSE Limited
P.J Towers Dalal Street
Mumbai- 400 001
Scrip Code: 532875

Dear Sir/Madam,

Subject: Declaration of Results of the voting on resolutions set out in notice of 22nd Annual General Meeting of the Company held on September 26, 2016

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 22nd Annual General Meeting (AGM) of the Company was convened on September 26, 2016 at Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate, Mumbai- 400020 at 04:00 P.M. to seek the approval of members of the Company on the resolutions set out in the notice dated September 01, 2016.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act"), read with Rules 20 and 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the members to vote electronically by remote e-voting and also by physical ballot on aforesaid resolutions. The Company had appointed Mr. Pramod S. Shah, Partner of M/s. Pramod S. Shah & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the remote e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No.	Particulars	% of shares voted in favor of the resolution	% of shares voted against the resolution
1.	To receive, consider and adopt the Audited Financial Statements, including the consolidated financial statements of the Company for the financial year ended 31 st March, 2016, and the	100.00	0



	Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Paresh Shah (DIN: 05117129), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	100.00	0
3.	To ratify the appointment of the M/s. Shah & Taparia, bearing firm registration number 109463W, as Statutory Auditor of the Company.	100.00	0
4.	Re-appointment of Mr. Nitin Shah (DIN: 00189903) as the Managing Director of the Company.	100.00	0
5.	Re-appointment of Mr. Prakash Shah (DIN: 00189842) as the Whole-Time Director of the Company.	100.00	0
6.	To make application to the Central Government for waiver of excess Managerial remuneration paid to Mr. Nitin Shah, Managing Director and Mr. Prakash Shah Whole-time Director for the F.Y. 2014-15 and F.Y. 2015-16 and to Mr. Paresh Shah, Whole-time Director of the Company for the F.Y. 2012-13, F.Y. 2014-15 and F.Y. 2015-16	98.75	1.25

Accordingly I, Nitin Shah, Chairman and Managing Director, declare that all the 6 (Six) resolutions, as set out in the Notice of the 22nd Annual General Meeting (AGM) of the Company, have been approved unanimously/ with requisite majority by the Members of the Company.

Kindly take the above on record and oblige.

For ALLIED DIGITAL SERVICES LIMITED

Nitin Shah
Chairman and Managing Director
DIN: 00189903



Encl: As above

We would like to inform further that all 6 (Six) Resolutions have been duly passed unanimously/ with requisite majority by the Members of the Company.

Kindly take note of above and oblige.

Thanking You,

Yours' faithfully,

For Allied Digital Services Limited



Nitin Shah
Chairman and Managing Director
DIN: 00189903

In accordance with Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details regarding the voting results of the business transacted at the 22nd Annual General Meeting of Allied Digital Services Limited ('the Company')

Date of AGM:	Monday, 26 th September, 2016
Book Closure Date:	19 th September, 2016 to 26 th September, 2016 (both days inclusive)
Total number of shareholders on record date:	25402
No. of shareholders present in the meeting either in person or through proxy:	51
Promoters and Promoter Group:	5
Public:	46
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	

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Resolution required: (Ordinary/ Special) **Ordinary Resolution No.1** - To receive, consider and adopt the Audited Financial Statements, including the consolidated financial statements of the Company for the financial year ended 31st March, 2016, and the Reports of the Board of Directors and the Auditors thereon.

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	20307717	8864203	43.65	8864203	---	100	---
	Poll		2050989	10.10	2050989	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		20307717	10915192	53.75	10915192	---	100
Public-Institutions	E-Voting	5318362	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		5318362	---	---	---	---	---
Public-Non Institutions	E-Voting	24579448	132146	0.54	132146	---	100	---
	Poll		16114	0.07	16114	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		24579448	148260	0.61	148260	---	100
Total		50205528	11063452	54.36	11063452	---	100	---

Resolution required: (Ordinary/Special)	Ordinary Resolution No.2- To appoint a Director in place of Mr. Paresh Shah (DIN:05117129), 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?	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	20307717	8864203	43.65	8864203	---	100	---
	Poll		2050989	10.10	2050989	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		20307717	10915192	53.75	10915192	---	100
Public-Institutions	E-Voting	5318362	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		5318362	---	---	---	---	---
Public-Non Institutions	E-Voting	24579448	132146	0.54	132146	---	100	---
	Poll		16114	0.07	16114	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		24579448	148260	0.61	148260	---	100
Total		50205528	11063452	54.36	11063452	---	100	---

Resolution required: (Ordinary/Special)	Ordinary Resolution No.3- To ratify the appointment of the M/s. Shah & Taparia, Chartered Accountants, bearing firm registration number 109463W, as Statutory Auditor 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 (3)={(2)/(1)}*100	No. of Votes – in favour	No. of Votes – against	% 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	20307717	8864203	43.65	8864203	---	100	---
	Poll		2050989	10.10	2050989	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		20307717	10915192	53.75	10915192	---	100
Public-Institutions	E-Voting	5318362	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		5318362	---	---	---	---	---
Public-Non Institutions	E-Voting	24579448	132146	0.54	132146	---	100	---
	Poll		16114	0.07	16114	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		24579448	148260	0.61	148260	---	100
Total		50205528	11063452	54.36	11063452	---	100	---

Resolution required: (Ordinary/Special)	Special Resolution No. 4- To re-appoint Mr. Nitin Shah (DIN: 00189903) as Managing Director of the Company.							
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 (3)={(2)/(1)}*100	No. of Votes – in favour	No. of Votes – against	% 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	20307717	8864203	43.65	8864203	---	100	---
	Poll		2050989	10.10	2050989	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		20307717	10915192	53.75	10915192	---	100
Public-Institutions	E-Voting	5318362	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		5318362	---	---	---	---	---
Public-Non Institutions	E-Voting	24579448	132146	0.54	132146	---	100	---
	Poll		104920	0.43	104920	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		24579448	237066	0.97	237066	---	100
Total		50205528	11152258	54.72	11152258	---	100	---

Resolution required: (Ordinary/Special)	Special Resolution No.5- To re-appoint Mr. Prakash Shah (DIN: 00189842) as Whole Time Director of ^{IT manager/Deputy} the Company.							
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 (3)={(2)/(1)}*100	No. of Votes – in favour	No. of Votes – against	% 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	20307717	8864203	43.65	8864203	---	100	---
	Poll		2050989	10.10	2050989	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total	20307717	10915192	53.75	10915192	---	100	---
Public-Institutions	E-Voting	5318362	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total	5318362	---	---	---	---	---	---
Public-Non Institutions	E-Voting	24579448	132146	0.54	132146	---	100	---
	Poll		104920	0.43	104920	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total	24579448	237066	0.97	237066	---	100	---
Total		50205528	11152258	54.72	11152258	---	100	---

Resolution required: (Ordinary/Special)	Special Resolution No.6- To make application to the Central Government for Waiver of Res. ^{Timely and Responsible} Managerial remuneration paid to Mr. Nitin Shah, Managing Director and Mr. Prakash Shah Whole-time Director for the F.Y. 2014-15 and F.Y. 2015-16 and to Mr. Paresh Shah, Whole-time Director of the Company for the F.Y. 2012-13, F.Y. 2014-15 and F.Y. 2015-16.							
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
Promoter and Promoter Group	E-Voting	20307717	8864203	43.65	8864203	---	100	---
	Poll		2050989	10.10	2050989	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		20307717	10915192	53.75	10915192	---	100
Public-Institutions	E-Voting	5318362	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		5318362	---	---	---	---	---
Public-Non Institutions	E-Voting	24579448	132146	0.54	130286	1860	98.59	1.41
	Poll		104920	0.43	104920	---	100	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total		24579448	237066	0.97	235206	1860	99.22
Total		50205528	11152258	54.72	11150398	1860	99.98	0.02

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For Allied Digital Services Limited

A handwritten signature in blue ink, appearing to read "Nitin Shah", is written over the printed name.

Nitin Shah
Chairman and Managing Director
DIN: 00189903



Registered office : allied digital services limited, Premises No. 13-A, 13th Floor, Earnest House, Back Bay Reclamation, NCPA Road, Block III, Nariman Point, Mumbai - 400 021

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Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.
Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cpspa.co.in

Annexure- 3

FORM No. MGT-13

Report of Scrutinizer(s)

Pursuant to rule 20 of the Companies (Management and Administration) Rules, 2014 amended from time to time

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

22nd Annual General Meeting ('AGM') of the Equity Shareholders of Allied Digital Services Limited ('the Company') was held on Monday, September 26, 2016, at 04:00 P.M. at Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate, Mumbai - 400 020.

Dear Sir,

I, Pramod S. Shah, Partner of Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer by the Company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time to scrutinize the e-voting process (remote e-voting) and poll in respect of the below mentioned resolutions contained in the Notice of the 22nd Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by Central Depository Services Limited ('CDSL') for conducting e-voting by the members of the Company.

The Company had also provided voting facility to the members present at the AGM and who had not cast their vote earlier through e-voting facility. The members of the Company holding shares as on the "cut-off" date of on Monday, 19th September, 2016, were entitled to vote on the Resolutions as contained in Notice of the AGM.

The voting period for the e-voting commenced on Friday, 23rd September, 2016 at 09:00 A.M. and ended on Sunday, 25th September, 2016 at 05:00 P.M. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinised.

The votes cast under e-voting facility were there after unblocked in the presence of two witnesses



who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

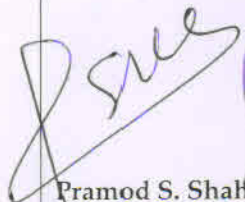
I have scrutinised and reviewed the e-voting and poll conducted during the AGM, based on the data downloaded from the CDSL system.

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., client ID of the Shareholders, no of shares held by them, nominal value of such such shares. There were no shares with differential voting rights in the Company, hence there was no requirement of maintaining the list of shares with differential voting rights.

I enclose herewith my report on the result of the e-voting and poll in respect of the said resolutions.

Thanking you.

Yours sincerely,



Pramod S. Shah
(C.P. No.: 3804)

*Place: Mumbai

Date: 28th September, 2016

Consolidated Results

Resolution - 1:

To receive, consider and adopt the Audited Financial Statements, including the consolidated financial statements of the Company for the financial year ended 31st March, 2016, and the Reports of the Board of Directors and the Auditors thereon:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	23	8996349	27	16114	50	9012463	100.00
Dissent	0	0	0	0	0	0	0
Invalid votes/ abstain	0	0	1	1	1	1	--
*Total	23	8996349	27	16114	50	9012463	100.00

* Invalid votes/Abstain votes are not included in the total

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 1 of the notice of the AGM held on 26th September, 2016 has been passed unanimously.

Resolution - 2:

To appoint a Director in place of Mr. Paresh Shah (DIN:05117129), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	23	8996349	27	16114	50	9012463	100.00
Dissent	0	0	0	0	0	0	0
Invalid votes/ abstain	0	0	1	1	1	1	--
*Total	23	8996349	27	16114	50	9012463	100.00

* Invalid votes/Abstain votes are not included in the total

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the notice of the AGM held on 26th September, 2016 has been passed unanimously.



Resolution - 3:

To ratify the appointment of the M/s. Shah & Taparia, bearing firm registration number 109463W, as Statutory Auditor of the Company:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	23	8996349	27	16114	50	9012463	100.00
Dissent	0	0	0	0	0	0	0
Invalid votes/abstain	0	0	1	1	1	1	--
*Total	23	8996349	27	16114	50	9012463	100.00

* Invalid votes/Abstain votes are not included in the total

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 3 of the notice of the AGM held on 26th September, 2016 has been passed unanimously.

Resolution - 4:

To re-appoint Mr. Nitin Shah (DIN: 00189903) as Managing Director of the Company:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	17	1308146	27	16114	44	1324260	100.00
Dissent	0	0	0	0	0	0	0
Invalid votes/abstain	6	7688203	1	1	7	7688204	--
*Total	17	1308146	27	16114	44	1324260	100.00

* Invalid votes/Abstain votes are not included in the total

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 4 of the notice of the AGM held on 26th September, 2016 has been passed unanimously.

Resolution - 5:

To re-appoint Mr. Prakash Shah (DIN: 00189842) as Whole-Time Director of the Company:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	18	134135	27	16114	45	150249	100.00



Dissent	0	0	0	0	0	0	0
Invalid votes/ abstain	5	8862214	1	1	6	8862215	--
*Total	18	134135	27	16114	45	150249	100.00

* Invalid votes/Abstain votes are not included in the total

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 5 of the notice of the AGM held on 26th September, 2016 has been passed unanimously.

Resolution -6:

To make application to the Central Government for waiver of excess Managerial remuneration paid to Mr. Nitin Shah, Managing Director and Mr. Prakash Shah Whole-time Director for the F.Y. 2014-15 and F.Y. 2015-16 and to Mr. Paresh Shah, Whole-time Director of the Company for the F.Y. 2012-13, F.Y. 2014-15 and F.Y. 2015-16:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	13	130286	27	16114	40	146400	98.75
Dissent	2	1860	0	0	2	1860	1.25
Invalid votes/ abstain	8	8864203	1	1	9	8864204	--
*Total	15	132146	27	16114	42	148260	100.00

* Invalid votes/Abstain votes are not included in the total

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 6 of the notice of the AGM held on 26th September, 2016 has been passed with requisite majority.

Thanking you.

Yours faithfully,



Pramod S. Shah
(C.P. No.: 3804)



Place: Mumbai

Date: 28th September, 2016

For Allied Digital Services Limited



Nitin Shah
Chairman and Managing Director
DIN: 00189903

