

September 22, 2017

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

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 results of the voting on resolutions set out in notice of 23<sup>rd</sup> Annual General Meeting held on Wednesday, 20<sup>th</sup> September, 2017.**

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 23<sup>rd</sup> Annual General Meeting ('AGM') of the Company was convened on Wednesday, 20<sup>th</sup> September, 2017 at Walchand Hirachand Hall, 4<sup>th</sup> Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate, Mumbai – 400 020 at 4.00 p.m. to seek the approval of members of the Company on the resolutions contained in Notice dated 11<sup>th</sup> August, 2017.

Further, pursuant to the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management & Administration) Amendment Rules, 2016, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), the Company has provided facility to the members to vote electronically by remote e-voting (prior to the date of AGM) and also by physical ballot (at the venue of AGM) on 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 and the physical ballot, 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.	To consider and adopt: - the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2017 together with the Reports of the Board of Directors' and Auditors' thereon. - the Audited Consolidated Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2017.	Ordinary	*100.00	*0.00
2.	To appoint a Director in place of Mr. Prakash Dhanji Shah (DIN: 00189842), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment	Ordinary	*99.995	*0.005
3.	To ratify the appointment of M/s. Shah & Taparia, Chartered Accountants (Firm Registration Number 109463W), as Statutory Auditors of the Company to hold office from conclusion of ensuing Annual General Meeting and till conclusion of the next Annual General Meeting	Ordinary	*100.00	*0.00
4.	To appoint Mr. Paresh Bipinchandra Shah (DIN:05117129) as Executive Director & Chief Executive Officer	Special	*100.00	*0.00

\*rounded off to the nearest decimal.

Accordingly, I, Nitin Shah, Chairman and Managing Director, declare that all the 4 (Four) resolutions, as set out in the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company have been approved 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

A Global IT Transformation Architect.™



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								
Resolution Required : (Ordinary)			1 - To consider and adopt the audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2017 along with 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	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	24488958	19216217	78.4689	19216217	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
	<b>Total</b>		<b>19216217</b>	<b>78.4689</b>	<b>19216217</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	23000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	25693570	173888	0.6768	173888	0	100.0000	0.0000
	Poll		13685	0.0533	13684	1	99.9927	0.0073
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>187573</b>	<b>0.7300</b>	<b>187572</b>	<b>1</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>50205528</b>	<b>19403790</b>	<b>38.6487</b>	<b>19403789</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>



Allied Digital Services Limited								
Resolution Required : (Ordinary)			2 - To re-appoint Mr. Prakash Shah (DIN: 00189842), retiring by rotation and who has offered himself for re-appointment.					
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	24488958	19216217	78.4689	19216217	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
	<b>Total</b>		<b>19216217</b>	<b>78.4689</b>	<b>19216217</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	23000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	25693570	173888	0.6768	172888	1000	99.4249	0.5751
	Poll		13685	0.0533	13684	1	99.9927	0.0073
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>187573</b>	<b>0.7300</b>	<b>186572</b>	<b>1001</b>	<b>99.4663</b>	<b>0.5337</b>
<b>Total</b>		<b>50205528</b>	<b>19403790</b>	<b>38.6487</b>	<b>19402789</b>	<b>1001</b>	<b>99.9948</b>	<b>0.0052</b>



Allied Digital Services Limited								
Resolution Required : (Ordinary)			3 - To ratify the appointment of M/s. Shah & Taparia (FRN: 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	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	24488958	19216217	78.4689	19216217	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
	<b>Total</b>		<b>19216217</b>	<b>78.4689</b>	<b>19216217</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	23000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	25693570	173888	0.6768	173888	0	100.0000	0.0000
	Poll		13685	0.0533	13684	1	99.9927	0.0073
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>187573</b>	<b>0.7300</b>	<b>187572</b>	<b>1</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>50205528</b>	<b>19403790</b>	<b>38.6487</b>	<b>19403789</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>





Allied Digital Services Limited								
Resolution Required : (Special)			4 - To appoint Mr. Paresh Bipinchandra Shah (DIN:05117129) as Executive Director & Chief Executive Officer					
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	24488958	19216217	78.4689	19216217	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
	<b>Total</b>		<b>19216217</b>	<b>78.4689</b>	<b>19216217</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	23000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	25693570	173888	0.6768	173888	0	100.0000	0.0000
	Poll		13685	0.0533	13684	1	99.9927	0.0073
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>187573</b>	<b>0.7300</b>	<b>187572</b>	<b>1</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>50205528</b>	<b>19403790</b>	<b>38.6487</b>	<b>19403789</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>



# 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 21, 2017

The Chairman

Allied Digital Services Limited

Premises No.13A, 13th Floor, Earnest House,

NCPA Road, Block III, Nariman Point,

Mumbai- 400021

Dear Sir,

**Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at the 23<sup>rd</sup> Annual General Meeting of the Members of Allied Digital Services Limited**

Allied Digital Services Limited ("the Company") at their Board meeting held on 11<sup>th</sup> August, 2017, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated 11<sup>th</sup> August, 2017 of 23<sup>rd</sup> Annual General Meeting held on 20<sup>th</sup> September, 2017 ("the AGM"), as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") 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 management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting through physical ballots voting on the resolutions contained in the aforesaid Notice of the 23<sup>rd</sup> Annual General Meeting ("AGM") of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and ballots 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 generated from the remote e-voting system of Central Depository Services (India) Limited ("CDSL"), an agency engaged by the Company to provide remote e-voting facility and physical voting through ballots as provided by Link Intime (India) Private Limited at the AGM.





As required under Section 101 of the Act, a notice was sent to the Members by permitted means for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of:
  - Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
  - Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31<sup>st</sup> March, 2017 along with the Report of the Auditors thereon.
2. **Resolution No. 2** as an Ordinary Resolution for appointment of Mr. Prakash Dhanji Shah (DIN: 00189842) as Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.
3. **Resolution No. 3** as an Ordinary Resolution for ratification of appointment of M/s. Shah & Taparia, Chartered Accountants (Firm Registration Number 109463W), as the Statutory Auditors of the Company to hold office from conclusion of 23<sup>rd</sup> Annual General Meeting and till conclusion of the 24<sup>th</sup> Annual General Meeting.
4. **Resolution No. 4** as a Special Resolution for appointment of Mr. Paresh Bipinchandra Shah (DIN: 05117129) as Executive Director & Chief Executive Officer of the Company and approval of terms and conditions thereof including payment of managerial remuneration to him for period of 3 years w.e.f. 5<sup>th</sup> November, 2016 and granting of authority to the Board of Directors of the Company to deal with matters related thereto.

The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions for the members of the Company. The Company had also made available the physical ballots at the 23<sup>rd</sup> AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9:00 a.m. of Sunday, 17<sup>th</sup> September, 2017 upto 5.00 p.m. of Tuesday, 19<sup>th</sup> September, 2017. Accordingly, e-votes casted upto 5.00 p.m. of 19<sup>th</sup> September, 2017 have been considered for my scrutiny. Further, the votes casted at the Annual General Meeting through physical ballots have also been considered for the scrutiny.

After the conclusion of the 23<sup>rd</sup> Annual General Meeting, first the voting conducted through physical ballots at the meeting was unblocked in the presence of two witness not in employment of the Company, namely Mr. Harsh Shah and Ms. Analka Dias. Thereafter, the remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Yash Jain and Mr. Darshil Shah. A summary of the votes cast by




shareholders through remote e-voting and physical ballots with their pattern of voting is as per the Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 23<sup>rd</sup> Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES

  
HIMANSHU S. KAMDAR  
PARTNER  
FCS NO.: 5171  
COP NO.: 3030



**ANNEXURE**

The summary of the votes cast through physical ballots and remote e-voting confirmations received for each of the resolutions is given below:

**For Resolution no. 1**

Sr. No.	Particulars	Resolution No. 1	
		No. of physical Ballots / Remote Voting confirmation	No. of Shares voted
a.	Votes cast through physical ballots	36	14,098
b.	Remote e-voting confirmations received	31	1,93,90,105
	<b>Total</b>	<b>67</b>	<b>1,94,04,203</b>
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations	2	413
d.	<b>Net Valid Physical Ballot Forms/Remote e-Voting</b>	<b>65</b>	<b>1,94,03,790</b>
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	64	1,94,03,789
	<b>% of Assent</b>		<b>100.00*</b>
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	1
	<b>% of Dissent</b>		<b>0.00*</b>

\*rounded off to the nearest decimal.





**For Resolution no. 2**

Sr. No.	Particulars	Resolution No. 2	
		No. of physical Ballots / Remote Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	36	14,098
b.	Remote e-voting confirmations received	31	1,93,90,105
	<b>Total</b>	<b>67</b>	<b>1,94,04,203</b>
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations	2	413
d.	<b>Net Valid Physical Ballot Forms/Remote e-Voting</b>	<b>65</b>	<b>1,94,03,790</b>
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	63	1,94,02,789
<b>% of Assent</b>			<b>99.995*</b>
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	2	1,001
<b>% of Dissent</b>			<b>0.005*</b>

\*rounded off to the nearest decimal.

**For Resolution No. 3**

Sr. No.	Particulars	Resolution No. 3	
		No. of Ballots / Remote Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	36	14,098
b.	Remote e-voting confirmations received	31	1,93,90,105
	<b>Total</b>	<b>67</b>	<b>1,94,04,203</b>
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations	2	413
d.	<b>Net Valid Physical Ballot Forms/Remote e-Voting</b>	<b>65</b>	<b>1,94,03,790</b>
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	64	1,94,03,789
<b>% of Assent</b>			<b>100.00*</b>
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	1
<b>% of Dissent</b>			<b>0.00*</b>

\*rounded off to the nearest decimal.



For Resolution No. 4:

Sr. No.	Particulars	Resolution No. 4	
		No. of physical Ballots / Remote Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	36	14,098
b.	Remote e-voting confirmations received	31	1,93,90,105
	<b>Total</b>	<b>67</b>	<b>1,94,04,203</b>
c.	Less: Invalid Physical Ballots/Remote e-voting confirmations	2	413
d.	<b>Net Valid Physical Ballot Forms/Remote e-Voting</b>	<b>65</b>	<b>1,94,03,790</b>
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	64	1,94,03,789
<b>% of Assent</b>		<b>100.00*</b>	
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	1
<b>% of Dissent</b>		<b>0.00*</b>	

\*rounded off to the nearest decimal.

