

January 10, 2024

To,
Listing Department
National Stock Exchange of India Limited
Plaza, C-1, Block-G,
Bandra-Kurla Complex, Bandra (E),
Mumbai- 400 051

To,
Corporate Relationship Department
BSE Limited Exchange
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai — 400 001

Scrip Code - ADSL

Scrip Code — 532875

Sub: **Disclosure of Voting Results and Scrutinizer's Report under Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation")**

Dear Sir /Madam,

This is with reference to our letter dated December 04, 2023, enclosing the Notice of Postal Ballot dated November 29, 2023, along with explanatory statement, which was sent to the Members of Allied Digital Services Limited ("Company") seeking their approval on the following resolutions through remote e-voting:

Sr. No.	Description of Resolution	Type of Resolution
1.	Increase in the Authorised Share Capital of the Company from Rs. 30 Crores to Rs. 50 Crores by creation of additional 4 Crore Equity Shares of the face value of Rs. 5/- each and consequent amendment to the Clause V (Capital Clause) of the Memorandum of Association of the Company	Ordinary Resolution
2.	For approval of "ADSL- Employee Stock Option Plan 2023";	Special Resolution
3.	To extend approval of 'ADSL - Employees Stock Option Plan 2023' to the employees of the Holding Company and its subsidiaries;	Special Resolution
4.	for granting of options to identified employees under "ADSL - Employees Stock Option Plan 2023", with the right to convert such options into equity shares equal to or exceeding One per cent but not exceeding Two per cent of the Issued Capital of the Company during any financial year.;	Special Resolution

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.

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The Scrutinizer has submitted his report dated January 09, 2024, on the voting results of the Postal Ballot. As per the Scrutinizer's Report, the resolutions contained in the Notice of Postal Ballot have been approved by the Members with requisite majority and it was declared to have been passed on January 09, 2024 (the last day of remote e-voting).

In this regard, we attach:

- i. e-voting results pursuant to Regulation 44(3) of the Listing Regulations - **Annexure A; and**
- ii. the Scrutinizer's Report dated January 09, 2024, - **Annexure B.**

The Voting Results along with the Scrutinizer's Report is available on the Company's website at <https://www.allieddigital.net/in/postal-ballot/> and the National Securities Depository Limited at <https://www.evoting.nsdl.com/>.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,

For **Allied Digital Services Limited**

Nehal Shah
Director
DIN: 02766841

“Annexure A”

Voting Results of Postal Ballot
(Remote e-voting)

Date of Notice of Postal Ballot	November 29, 2023 (Remote e-voting start date- December 11, 2023 Remote e-voting end date- January 09, 2024)
Total number of shareholders on record date i.e. as of cut-off date: December 01, 2023	43,274
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoter and Promoter Group	NA
Public	NA
<i>No. of Shareholders attended the meeting through Video Conferencing:</i>	
Promoter and Promoter Group	NA
Public	NA

Resolution Required: Ordinary			1 - To approve the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association 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]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	28861800	28419599	98.4679	28419599	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		28419599	98.4679	28419599	0	100.0000	0.0000
Public Institutions	E-Voting	1385	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	26363943	252825	0.9590	249338	3487	98.6208	1.3792
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		252825	0.9590	249338	3487	98.6208	1.3792
Total		55227128	28672424	51.9173	28668937	3487	99.9878	0.0122

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Resolution Required: Special		2 - To approve 'ADSL - Employees Stock Option Plan 2023'						
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	28861800	28419599	98.4679	28419599	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		28419599	98.4679	28419599	0	100.0000	0.0000
Public Institutions	E-Voting	1385	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	26363943	251235	0.9529	244781	6454	97.4311	2.5689
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		251235	0.9529	244781	6454	97.4311	2.5689
Total		55227128	28670834	51.9144	28664380	6454	99.9775	0.0225

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Resolution Required: Special			3 - To extend approval of 'ADSL - Employees Stock Option Plan 2023' to the employees of Holding Company and its Subsidiary Company(ies).					
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]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	28861800	28419599	98.4679	28419599	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		28419599	98.4679	28419599	0	100.0000	0.0000
Public Institutions	E-Voting	1385	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	26363943	251165	0.9527	243571	7594	96.9765	3.0235
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		251165	0.9527	243571	7594	96.9765	3.0235
Total		55227128	28670764	51.9143	28663170	7594	99.9735	0.0265

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Resolution Required: Special			4 - To Grant options to issue securities equal to or exceeding One per cent but not exceeding Two per cent of the issued Capital of the Company during any One financial year to identified employees under ADSL - Employees Stock Option Plan 2023					
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	28861800	28419599	98.4679	28419599	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		28419599	98.4679	28419599	0	100.0000	0.0000
Public Institutions	E-Voting	1385	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	26363943	251165	0.9527	245491	5674	97.7409	2.2591
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		251165	0.9527	245491	5674	97.7409	2.2591
Total		55227128	28670764	51.9143	28665090	5674	99.9802	0.0198

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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

January 09, 2024

The Chairman

Allied Digital Services Limited

Premises No 13A, 13th Floor

Earnest House Back Bay Reclamation

NCPA Road, Block III, Nariman Point

Mumbai 400021

Dear Sir,

Sub: **Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014**

Allied Digital Services Limited (**'the Company'**) has vide resolution passed by circulation by the Board of Directors on November 29, 2023, appointed the undersigned as the Scrutinizer, to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated November 29, 2023, is conducted in the manner prescribed under Section 108 & Section 110 of the Companies Act, 2013 (**'the Act'**) read with the Companies (Management and Administration) Rules, 2014 (**'the Rules of Chapter VII'**) and other applicable provisions of the Act, Secretarial Standards on General Meeting (SS-2), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circular Nos.: 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 along with such other applicable circulars issued by Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**) read with SEBI Circulars and any other laws and regulations.

As required under Section 110 read with Rule 22 of the Rules of Chapter VII of the Act, a Notice of Postal Ballot dated November 29, 2023 along with the Explanatory Statement under Section 102 of the Act was sent to the shareholders through electronic means to vote through the mechanism of remote e-voting in accordance with the provisions of the Act and the Rules made thereunder and in compliance with requirements of the MCA Circulars on the following resolutions proposed as per the Postal Ballot Notice:

Resolution No. 1 as an Ordinary Resolution for increase in the Authorised Share Capital of the Company from Rs. 30 Crores to Rs. 50 Crores by creation of additional 4 Crore Equity Shares of the face value of Rs. 5/- each and consequent amendment to the Clause V (Capital Clause) of the Memorandum of Association of the Company.

Resolution No. 2 as a Special Resolution for approval of "ADSL- Employee Stock Option Plan 2023".



Resolution No. 3 as a Special Resolution to extend approval of "ADSL - Employees Stock Option Plan 2023" to the employees of Holding Company and its Subsidiary Company(ies).

Resolution No. 4 as a Special Resolution for granting of options to identified employees under "ADSL - Employees Stock Option Plan 2023", with the right to convert such options into equity shares equal to or exceeding One per cent but not exceeding Two per cent of the Issued Capital of the Company during any financial year.

The Company availed the electronic voting platform of National Securities Depository Limited ("NSDL") for providing remote e-voting facility to the members of the Company to vote on the resolutions proposed vide Postal Ballot dated November 29, 2023, sent to the Members of the Company whose email addresses were registered with their respective Depository Participant/the Company's Registrar and Transfer Agents namely, Link Intime India Private Limited ("RTA") or the Company and whose names appeared in the Register of Members as on Friday, December 01, 2023.

The Shareholders were required to vote electronically during the voting period which commenced from 09:00 A.M. (IST) on Monday, December 11, 2023 and ended at 5.00 P.M. (IST) on Tuesday, January 9, 2024. Accordingly, the members who casted their votes upto 5.00 P.M. (IST) on Tuesday, January 9, 2024, have been considered for my scrutiny.

A summary of voting through remote e-voting with their pattern of voting is as per **Annexure** annexed to this Report.

The results of the voting by shareholders through remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman or any other person who has been authorized by the Chairman in writing and who has also countersigned this Report.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP No. 3030
UDIN: F005171E003166331
P.R. CERTIFICATE NO. 668/2020

COUNTERSIGNED BY
For ALLIED DIGITAL SERVICES LIMITED

NITIN DHANJI SHAH
CHAIRPERSON & MANAGING DIRECTOR
DIN: 00189903



Annexure

Resolution No. 1 as an Ordinary Resolution for increase in the Authorised Share Capital of the Company from Rs. 30 Crores to Rs. 50 Crores by creation of additional 4 Crore Equity Shares of the face value of Rs. 5/- each and consequent amendment to the Clause V (Capital Clause) of the Memorandum of Association of the Company.

Sr. No.	Particulars	Resolution 1	
		No. of Remote e-voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	249	2,86,72,424
b.	Less: Invalid remote e-voting confirmations	2	2,789
c.	Net valid remote e-voting confirmations	247	2,86,69,635
(i)	Remote e-voting confirmations with assent for the Resolution	240	2,86,66,148
	% of Assent		99.99*
(ii)	Remote e-voting confirmations with dissent for the Resolution	7	3,487
	% of Dissent		0.01*

*Rounded off to the nearest decimal.



Resolution No. 2 as a Special Resolution for approval of "ADSL - Employee Stock Option Plan 2023".

Sr. No.	Particulars	Resolution 2	
		No. of Remote e-voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	247	2,86,70,834
b.	Less: Invalid remote e-voting confirmations	2	2,789
c.	Net valid remote e-voting confirmations	245	2,86,68,045
(i)	Remote e-voting confirmations with assent for the Resolution	231	2,86,61,591
	% of Assent		99.98*
(ii)	Remote e-voting confirmations with dissent for the Resolution	14	6,454
	% of Dissent		0.02*

*Rounded off to the nearest decimal.



Resolution No. 3 as a Special Resolution to extend approval of ‘ADSL - Employees Stock Option Plan 2023’ to the employees of Holding Company and its Subsidiary Company(ies).

Sr. No.	Particulars	Resolution 3	
		No. of Remote e-voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	246	2,86,70,764
b.	Less: Invalid remote e-voting confirmations	2	2,789
c.	Net valid remote e-voting confirmations	244	2,86,67,975
(i)	Remote e-voting confirmations with assent for the Resolution	227	2,86,60,381
	% of Assent		99.97*
(ii)	Remote e-voting confirmations with dissent for the Resolution	17	7,594
	% of Dissent		0.03*

*Rounded off to the nearest decimal.



Resolution No. 4 as a Special Resolution for granting of options to identified employees under “ADSL - Employees Stock Option Plan 2023”, with the right to convert such options into equity shares equal to or exceeding One per cent but not exceeding Two per cent of the Issued Capital of the Company during any financial year.

Sr. No.	Particulars	Resolution 4	
		No. of Remote e-voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	246	2,86,70,764
b.	Less: Invalid remote e-voting confirmations	2	2,789
c.	Net valid remote e-voting confirmations	244	2,86,67,975
	(i) Remote e-voting confirmations with assent for the Resolution	228	2,86,62,301
	% of Assent		99.98*
	(ii) Remote e-voting confirmations with dissent for the Resolution	16	5,674
	% of Dissent		0.02*

*Rounded off to the nearest decimal.

