

**August 19, 2025**

To,  
**The Corporate Relationship Department**  
**BSE Limited**  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400 001

**Scrip Code: 532875**

To,  
**The Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G  
Block, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**Scrip Symbol: ADL**

Dear Sir/Madam,

**Sub.: Notice of 31<sup>st</sup> Annual General Meeting**

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith the Notice of 31<sup>st</sup> Annual General Meeting of Allied Digital Services Limited ('the Company'), scheduled to be held on Wednesday, September 10, 2025 at 03:00 p.m. (IST) at Babubhai Chinai Committee Room, 2<sup>nd</sup> Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai- 400020 at 03:00 p.m. (IST) to transact the business as set out in the Notice convening the meeting.

The Notice of the Annual General Meeting is also available on the Company's website at [www.allieddigital.net](http://www.allieddigital.net)

Further, pursuant to Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to those shareholders whose email addresses are not registered with the Company/RTA/Depositories, providing the weblinks for accessing the Integrated Annual Report and the Notice convening the 31<sup>st</sup> AGM.

Please take the above on your record

Thanking you,

Yours faithfully,

For **Allied Digital Services Limited**

\_\_\_\_\_  
**Khyati Shah**  
**Company Secretary & Compliance Officer**



Encl.: as above

**Allied Digital Services Limited**

**Registered Office:** 808, 8th Floor, Plot No. 221/222, Mafatlal Centre, Vidhan Bhavan Marg, Nariman Point, Mumbai - 400 021.

Email: [cs@allieddigital.net](mailto:cs@allieddigital.net) | [www.allieddigital.net](http://www.allieddigital.net) | B: +91 22 6681 6400 | F: +91 22 2282 2030 | CIN - L72200MH1995PLC085488



# Notice

**NOTICE** is hereby given that the Thirty-first Annual General Meeting (31<sup>st</sup> AGM) of the Members of **Allied Digital Services Limited** will be held at Babubhai Chinai Committee Room, 2<sup>nd</sup> Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai-400020 on Wednesday, September 10, 2025 at 03:00 p.m. (IST) to transact the following business:

## ORDINARY BUSINESS:

### 1. To consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.

2. To declare a dividend on Equity Shares of the Company for the financial year ended March 31, 2025.

3. To appoint a Director in place of Mrs. Tejal Prakash Shah (DIN: 02766902), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS:

### 4. Appointment of Secretarial Auditors of the Company:

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Parikh & Associates, Practicing Company Secretaries (ICSI Firm Registration Number P1988MH009800) be and are hereby appointed as Secretarial Auditors of the Company for the Audit period of 5 consecutive years commencing from April 01, 2025 till March 31, 2030, at such remuneration, including applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors or any committee of the Board and the Secretarial Auditors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

### 5. Re-appointment of Mr. Milind Kamat (DIN: 01772084) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17(1C), 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for time being in force), and as recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the re-appointment of Mr. Milind Kamat (having DIN: 01772084 and ID Registration number-IDDDB-DI-202005-027082) as an Independent Director (Non-Executive) of the Company, who holds office as an Independent Director of the Company upto June 10, 2025 and has submitted the declaration that he meets the criteria for independence as provided under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a second term of 5 (five) consecutive years w.e.f. June 11, 2025 upto June 10, 2030, and who shall not be liable to retire by rotation be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”



**6. Re-appointment of Mr. Nitin Shah (DIN: 00189903), as Managing Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 and 203 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (“Listing Regulations”) and in accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the re-appointment of Mr. Nitin Shah (DIN: 00189903), as Managing Director of the Company, not liable to retire by rotation, who has attained the age of 70 years, for a further period of Five (5) years w.e.f. April 01, 2026, be and is hereby approved on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and/or remuneration, as it may deem fit and mutually agreed upon with Mr. Nitin Shah, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**7. Reappointment of Mrs. Tejal Shah (DIN: 02766902), as an Executive Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 and 203 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (“Listing Regulations”) and in accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the re-appointment of Mrs. Tejal Shah (DIN: 02766902), as an Executive Director of the Company, liable to retire by rotation, for a further period of Five (5) years w.e.f. May 25, 2026, be and is hereby approved, on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and/or remuneration, as it may deem fit and mutually agreed upon with Mrs. Tejal Shah, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”



**8. Re-appointment of Mrs. Swanubhuti Jain (DIN: 09006117) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17(1C), 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for time being in force) and as recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, Mrs. Swanubhuti Jain (having DIN: 09006117 and ID Registration number-IDDDB-NR-202012-033687) who holds office as an Independent Director of the Company upto March 31, 2026 and has submitted the declaration that she meets the criteria for independence as provided under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company for a second term of 5 (five) consecutive years April 01, 2026 to March 31, 2031, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**9. Appointment of Mr. Rohan Shah (DIN: 11111937) as an Executive Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** Mr. Rohan Shah, who was appointed as an Additional Director by the Board of Directors on recommendation of the Nomination and Remuneration Committee of the Company with effect from July 15, 2025 pursuant to the provisions of Section 161

of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member under Section 160 of the Companies Act, 2013 signifying intention to propose his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196,197,198 and 203 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (“Listing Regulations”) and in accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the appointment of Mr. Rohan Shah (DIN: 11111937), as an Executive Director of the company for a period of five (5) years w.e.f. July 15, 2025, be and is hereby approved on such terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said appointment and/or remuneration, as it may deem fit and mutually agreed upon with Mr. Rohan Shah, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.



**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**10. Appointment of Mr. Narsimha Rao Mannepalli (DIN: 10787923) as a Director and Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** Mr. Narsimha Rao Mannepalli (DIN: 10787923 and ID Registration No.: IDDB-DI-202507-075803) who was appointed as an Additional Director of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company with effect from July 15, 2025 and who holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 (‘the Act’) and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the provisions of the Articles of Association of the Company, the appointment of Mr. Narsimha Rao Mannepalli (DIN: 10787923 and ID Registration No.: IDDB-DI-202507-075803) as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for appointment as an Independent Director under the Companies Act, 2013 and the SEBI Listing Regulations, not liable to retire by rotation, to hold office for a term of five years

commencing from July 15, 2025 to July 14, 2030 be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**11. Approval of revision in remuneration payable to Mr. Nehal Shah (DIN: 02766841), Whole-Time Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (“Listing Regulations”) and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions, as may be required, the revision in remuneration payable to Mr. Nehal Shah (DIN: 02766841), Whole-Time Director of the Company for the period commencing from April 01, 2025 to March 31, 2028 as detailed in the explanatory statement attached to this Notice, be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms on recommendation of Nomination and Remuneration Committee and approval of Audit Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Nehal Shah as Whole-Time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.



**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**12. Approval of revision in remuneration payable to Mr. Sunil Bhatt (DIN: 09243963), Executive Director of the Company for the remaining period of his tenure:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions, as may be required, the revision in remuneration payable to Mr. Sunil Bhatt (DIN: 09243963), Executive Director of the Company w.e.f. 1<sup>st</sup> April, 2025 for the remaining period of his current tenure to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this meeting, be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms on recommendation of Nomination and Remuneration Committee and approval of Audit Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Sunil Bhatt as Executive Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the

Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**13. Approval of waiver for recovery of excess managerial remuneration paid to Mr. Nitin Shah, Chairman and Managing Director of the Company, for the Financial Year 2024-25:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 197(10) of the Companies Act, 2013 read with Schedule V thereto and the applicable rules framed thereunder, including any statutory modification thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company, be and is hereby accorded to ratify and waive the recovery of excess remuneration of ₹281.89 Lakhs, paid to Mr. Nitin Shah (DIN: 00189903), Chairman and Managing Director of the Company, during the financial year 2024–25.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**14. Approval of waiver for recovery of excess managerial remuneration paid to Mrs. Tejal Shah, Executive Director of the Company for the Financial Year 2024-25:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 197(10) of the Companies Act, 2013 read with Schedule V thereto and the applicable rules framed thereunder, including any statutory modification thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation and approval of the



Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company, be and is hereby accorded to ratify and waive the recovery of excess remuneration of ₹205.69 Lakhs, paid to Mrs. Tejal Shah (DIN: 02766902), Executive Director of the Company, during the financial year 2024–25.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

By Order of the Board of Directors  
For **Allied Digital Services Limited**

**Place:** Mumbai

**Date:** July 15, 2025

**Registered Office:**

808, 8<sup>th</sup> Floor, Plot No. 221/222,  
Mafatlal Centre, Vidhan Bhavan Marg,  
Nariman Point, Mumbai 400 021  
CIN: L72200MH1995PLC085488  
Website: [www.allieddigital.net](http://www.allieddigital.net)  
Email: [cs@allieddigital.net](mailto:cs@allieddigital.net)  
Tel: +91 22 6681 6400  
Fax: +91 22 2282 2030

**Khyati Shah**

Company Secretary & Compliance Officer  
Membership Number: A28073



## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to 'Special Business' as set out in Item nos. 4 to 14 to be transacted at the Annual General Meeting ("AGM") and relevant details in respect of Item nos. 4 to 14 pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard on General Meetings ("SS-2") are annexed hereto.
2. In order to provide an opportunity to shareholders who are unable to be present physically at the AGM and to ensure participation of such members, the Company will be providing an additional facility to attend the AGM through audio visual means. A limited number of members on a first come first serve basis, who have completed prior registration, will be allowed to attend the AGM through audio visual means and express their views or ask questions during the AGM. Members who are interested in expressing their views or ask questions may register themselves by sending a request from their registered email ID mentioning their name, DP ID and Client ID/ folio number, PAN and mobile number to [cs@allieddigital.net](mailto:cs@allieddigital.net) on or before Friday, September 05, 2025. The Company reserves the right to restrict the number of registrations depending on the availability of time. The National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-voting for participation at the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained below and is also available on the website of the Company at [www.allieddigital.net](http://www.allieddigital.net).
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Hence, the Proxy Form and Attendance Slip including Route Map are annexed to this Notice. Accordingly, the facility for appointment of proxies will not be available for the Members who are attending AGM through VC/OAVM facility only. Members/proxies should bring their Attendance slip duly completed for attending the Meeting physically. The facility for appointment of proxies will not be available for the Members who are attending AGM through VC/OAVM facility.
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
5. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS** before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company.
6. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid. Proxy will be valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
7. All the Documents referred to in the accompanying Notice along with the Explanatory Statement shall be made available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
8. Pursuant to Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution/authorization etc., authorizing their representatives to attend and vote at the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [ads1.scrutinizer@gmail.com](mailto:ads1.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). And [investors@allieddigital.net](mailto:investors@allieddigital.net). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder



in the order of names as per the Register of Members of the Company will be entitled to vote.

10. The Company has fixed Friday, September 05, 2025 as 'Record Date' for determining entitlement of Members to Dividend for the Financial Year ended March 31, 2025, if approved at the ensuing AGM.
11. If 'Dividend' of ₹ 1.50/- (Rupee One and Fifty Paise only), as recommended by the Board of Directors is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Sunday, September 14, 2025 as under:
  - i. To all 'Beneficial Owners' in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**"), collectively "**Depositories**", as of end of day on, Friday, September 05, 2025;
  - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, September 05, 2025.
12. Pursuant to Finance Act 2020, Dividend Income is taxable in the hands of Shareholders w.e.f. April 01, 2020 and Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For prescribed rates in respect of various categories, please refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Depository Participants (DP) (if shares are held in electronic form) and with the Company/RTA (if shares are held in physical form).

A Resident Individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by submitting documents at its dedicated link - viz. <https://web.in.mpms.mufg.com/formsreg/submission-ofform-15g-15h.html>.

Shareholders are requested to note that, in case, their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-Resident Shareholders [including Foreign Institutional Investors (FIIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment, Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document

which may be required to avail the tax treaty benefits. For this purpose, the Shareholder may submit the above documents (PDF/JPG Format) to our Registrar & Transfer Agents, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at its dedicated link viz. <https://web.in.mpms.mufg.com/formsreg/submission-ofform-15g-15h.html>.

### ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

13. Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. A copy of the Annual Report shall be provided to only those Members who make a specific request in this regard by an email at [investors@allieddigital.net](mailto:investors@allieddigital.net) mentioning the Folio No./DPID & Client ID. In accordance with Regulation 36(1) (b) of the SEBI Listing Regulations, shareholders whose email addresses are not registered with the Company/DPs, are being notified by letters (through post/speed post ) providing a web-link for accessing the Annual Report 2024-25. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <http://www.allieddigital.net>, website of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited at <http://www.bseindia.com/www.bseindia.com> and <http://www.nseindia.com/www.nseindia.com> and on the website of NSDL viz. <https://www.evoting.nsd.com>.
14. Members holding shares in physical mode and who have not updated their e-mail address with the Company are requested to update their e-mail address by writing to the Company's Registrar & Share Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.), C-101, 1<sup>st</sup> Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 along with copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport etc.) in support of address of the Member. Members holding shares in dematerialized mode are requested to register/update their e-mail addresses with the relevant Depository Participants. Pursuant to MCA Circulars issued by the Ministry of Corporate Affairs and SEBI Circular, the Company has also enabled the process for the limited purpose of receiving the Company's Annual Report and Notice of Annual General Meeting (including remote e-voting instructions) electronically



and Members may temporarily update their e-mail address by accessing the website <https://in.mpms.mufig.com/under> the Investor Services tab by choosing the e-mail registration heading and following the registration process as guided therein.

### PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

15. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for an access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that Members who do not have User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
16. For convenience of Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes prior to the time scheduled for the AGM and facility to join AGM shall be kept open throughout the proceedings of AGM. Members will be allowed to attend the AGM on first come, first serve basis.
17. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
18. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

### PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

19. As the AGM is being conducted through VC/OAVM, also, for smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance, mentioning their names, demat account no./folio no., email id, mobile no. at [Investors@allieddigital.net](mailto:Investors@allieddigital.net). Questions/queries received by the Company by Friday, September 05, 2025 till 5.00 p.m. shall be considered and responded during AGM.

20. Members who would like to express their views or ask questions during the AGM, may register themselves as a speaker by sending an e-mail to the Company at [Investors@allieddigital.net](mailto:Investors@allieddigital.net) by Friday, September 05, 2025 till 5:00 p.m.
21. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for the smooth conduct of the AGM.

### PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

22. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting Facility provided by Listed Entities, the Company is pleased to provide the facility to Members to exercise their rights to vote on the resolutions proposed to be passed at the AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
23. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, September 03, 2025 i.e. the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
24. Members may cast their votes on the electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Sunday, September 07, 2025 and will end at 5.00 p.m. on Tuesday, September 09, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting shall also be made available during the AGM, through e-voting system for those members who are attending through VC/OAVM and through physical ballot paper for those members who are attending from the venue of the meeting. Members attending the AGM who have not cast their votes by remote e-voting shall be eligible to cast their votes through e-voting/physical ballot paper during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the Meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.



## HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

### Instructions for members for remote e-Voting and joining general meeting are as under:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

#### Login method for Individual shareholders holding securities in demat mode is given below:

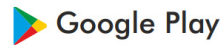
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b> .	<p>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>"IDeAS"</b> Section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be re directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



Type of shareholders	Login Method
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Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with **CDSL**

Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi tab and then use your existing my easi username & password.

After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

If the user is not registered for Easi/Easiest, option to register is available at:

<https://web.cdslindia.com/myeasi/Registration/EasiRegistration> and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their **depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**IMPORTANT NOTE:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available on the abovementioned website.

[Helpdesk for Individual Shareholders holding securities in demat mode, for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with **NSDL**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with **CDSL**

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33



**B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/evoter> on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/with> your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your user ID details are given below:

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**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:**

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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open

the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on **“Forgot User Details/ Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@allieddigital.net](mailto:investors@allieddigital.net)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@allieddigital.net](mailto:investors@allieddigital.net). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively the shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Those members who are attending from the venue of the meeting shall be provided physical ballot paper for voting on the day of the AGM.
3. Only those Members/shareholders, who will be present at the AGM through VC/OAVM facility or physically and have not casted their votes on



the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system/physical ballot paper at the AGM.

4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.
28. The Company has appointed Mr. Mitesh Dhabliwala (FCS 8331, CP 9511), failing him, Ms. Sarvari Shah (FCS 9697, CP 11717) failing her, Mrs. Jigyasa Ved (FCS 6488, CP 6018) of Parikh & Associates, Practicing Company Secretaries, to act as the 'Scrutinizer', to scrutinize the entire e-voting process in a fair and transparent manner.
29. The results of the electronic voting shall be declared to the Stock Exchanges, within two working days of conclusion of AGM pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements). The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.allieddigital.net](http://www.allieddigital.net) and on the website of NSDL and communicated to the BSE Limited (BSE), and National Stock Exchange of India Limited (NSE) where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

### GENERAL INFORMATION:

25. It is strongly recommended not to share your password with any other person and ensure utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
26. The voting rights of Members shall be in proportion to their share of the paid – up Equity Share Capital of the Company as on Wednesday, September 03, 2025, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
27. Any person holding shares in physical form and non-individual Shareholders, who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 and 022-2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, September 03, 2025\_may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
30. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode, based on the request being sent on [investors@allieddigital.net](mailto:investors@allieddigital.net). The said registers shall also be available for inspection at the venue of the AGM during the continuance of the meeting.
31. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and the Investor Education & Protection Fund (IEPF) (Accounting, Audit, Transfer and Refund) Rules, 2016. As per the Rules, dividends which are not encashed/claimed by the Shareholders for a period of seven consecutive years shall be transferred to the IEPF Authority. The new IEPF Rules mandate the Companies to transfer Shares of the Shareholders whose Dividends have remained unpaid/unclaimed for a period of seven consecutive years, to the Demat Account of the IEPF Authority.
32. Members may please note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, Members, who hold



shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from April 1, 2024. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf) (FAQ Nos. 38 & 39). Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) so as to reach our RTA, on or before Friday, August 29, 2025 so that the folios can be KYC updated before the cut-off date of Wednesday, September 03, 2025.

33. Members who have either not received or have not yet encashed their dividend warrant(s) till the Financial Year ended March 31, 2025, are requested to write to the Company's Registrar and Share Transfer Agent at the address mentioned below for claiming dividend. Regulations 12 and Schedule I of SEBI LODR requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only through electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
34. Members are requested to furnish their Bank Account details, change of address, e-mail address etc. to the Company's Registrar and Transfer Agent viz; MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at the address mentioned below, in respect of Shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.
35. Members desirous of getting any information about accounts of the Company are requested to send their queries at [Investors@allieddigital.net](mailto:Investors@allieddigital.net) of the Company at least 10 days prior to the date of the AGM so that the requisite information can be readily made available at the AGM.
36. In case of any queries, you may refer 'Frequently Asked Questions' (FAQs) for Shareholders and e-Voting User Manual for Shareholders available at the download Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com).
37. The SEBI vide its circular dated 20<sup>th</sup> April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all Security Holders. Members holding Shares in the physical form are therefore, requested to submit their PAN and Bank Account Details to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)/Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear name of the Member. In the alternative, Members are requested to submit a copy of the Bank Passbook/Statement attested by the Bank. Members holding shares in Demat mode are requested to submit the aforesaid information to their respective Depository Participant.
38. As per Regulation 40 of SEBI LODR as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to dematerialised form.
39. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz; issue of duplicate securities certificate, renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by



submitting a dully filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the RTA.

40. In reference to SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, issued by SEBI titled online processing of investor service requests and complaints by RTAs our RTA has launched 'SWAYAM', a brand-new Investor Self- Service Portal, designed exclusively for the Investors serviced by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited).

**Following are the key features of 'SWAYAM'.**

'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFG Intime India Private Limited", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.in.mpms.mufg.com/>

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

**REGISTRAR & SHARE TRANSFER AGENT:**

MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.),  
C- 101, First Floor, 247 Park,  
LBS Marg, Vikhroli West,  
Mumbai - 400083.



## EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

This explanatory statement is as per Section 102 of the Companies Act, 2013 and in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

### ITEM NO. 4

#### Appointment of Secretarial Auditors of the Company:

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 30, 2025 have approved and recommended the appointment of Parikh & Associates, Peer Reviewed Firm of Company Secretaries in Practice ('Secretarial Audit Firm') (ICSI Firm Registration Number: P1988MH009800 as Secretarial Auditors of the Company on the following terms and conditions:

- a) **Term of appointment:** For a term of 5 (Five) consecutive years for Audit period of 5 years commencing from the financial year 2025-2026 till financial year 2029-2030.
- b) **Proposed Fees:** ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026, and for subsequent year(s) of their term, such fee as maybe mutually agreed between the Board of Directors and the Secretarial Audit Firm.

The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c) **Basis of recommendations:** The recommendations are based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc.,
- d) **Credentials:** The Secretarial Audit Firm, established in the year 1987, is a reputed firm of Practicing Company Secretaries with a legacy of excellence spanning over three decades. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and

Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

- e) **Consent and Eligibility:** The Secretarial Audit Firm has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of SEBI Listing Regulations. The Secretarial Audit Firm holds a valid Peer Review Certificate issued by ICSI.

None of the Director(s), Key Managerial Personnel(s) of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution

The Board of Directors of the Company recommends the resolution set forth in Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

### ITEM NO. 5

#### Re-appointment of Mr. Milind Kamat (DIN: 01772084) as an Independent Director of the Company:

Mr. Milind Kamat was appointed by the members of the Company at 26<sup>th</sup> Annual General Meeting held on September 03, 2020 as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. June 11, 2020, accordingly his current term expired on June 10, 2025.

As per the provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of upto 5(five) consecutive years on the Board of the Company, however he shall be eligible for re-appointment by passing a special resolution by the Company for another term of upto 5(five) consecutive years on the Board of the Company and disclosure of such re-appointment in the Board's Report is made.

In line with the aforesaid provisions of the Act, Company's policy on Appointment of Directors and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Milind Kamat and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, it is proposed to approve the reappointment of Mr. Kamat as an Independent



Director of the Company for a second term of 5 (five) consecutive years with effect from June 11, 2025 to June 10, 2030, who shall not be liable to retire by rotation. Mr. Kamat has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Kamat has also confirmed that he is not debarred from holding office of director by virtue of any SEBI order or any such authority pursuant to circulars dated 20<sup>th</sup> June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies. The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue availing expertise of Mr. Kamat as an Independent Director.

The Company has also received all statutory disclosures and declarations from Mr. Milind Kamat including his consent to continue to act as an Independent Director of the Company. In the opinion of the Board, Mr. Milind Kamat fulfills the conditions as set out in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations for being eligible for reappointment as an Independent Director; and he is independent of the management of the Company. Further, Mr. Milind Kamat is not disqualified from being appointed as a director in terms of Section 164 of the Act. Mr. Kamat does not hold any shares in the Company.

Mr. Kamat has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Accordingly, the Board recommends the Special Resolution as set out at item no. 5 of the Notice of the 31<sup>st</sup> Annual General Meeting ("AGM") of the Company for the approval of the members of the Company. The copy of the draft letter for reappointment of Mr. Milind Kamat as an Independent Director setting out the terms and conditions will be available for inspection by the members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company, till the date of 31<sup>st</sup> AGM. Brief resume of the director proposed to be reappointed and other relevant details relating to his re-appointment, as stipulated under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute Company Secretaries of India are given in **Annexure-I** to this Notice.

Except Mr. Milind Kamat, being appointee and his relative, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

## ITEM NO. 6

### **Re-appointment of Mr. Nitin Shah (DIN: 00189903), as Managing Director of the Company:**

Mr. Nitin Shah, aged 70 years, is an Electrical Engineer and Post Graduate Diploma Holder in Company Management. The Company has progressed remarkably under his guidance as Managing Director of the Company since 18 years. During his long tenure of 18 years in the office as Managing Director he has gained a rich experience in the field of IT Applications, Infrastructure, enterprise business processes, Cloud Computing, Analytics and Automation, enterprise system integration solutions, accounts, finance, banking and overall administration of the Company. He was appointed by the members of the Company at the 27<sup>th</sup> Annual General Meeting held on September 13, 2021 as Managing Director of the Company for a term of 5 (five) consecutive years w.e.f. April 01, 2021, and accordingly his current term expires on March 31, 2026. Considering his prolonged association with the Company and vast experience and based on the evaluation of his performance and recommendation of the Nomination and Remuneration Committee, it is proposed to re-appoint Mr. Nitin Shah as Managing Director of the Company for a term of 5 (five) consecutive years, w.e.f. April 01, 2026 to March 31, 2031, not liable to retire by rotation. The principal terms are as follows:

- A. **Period of Appointment:** April 01, 2026 to March 31, 2031
- B. **Basic Salary/Fixed Remuneration:** For the period April 01, 2026 to March 31, 2029, ₹ 3 Crore per annum and increment as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors
- C. **Variable Salary:** In addition to the fixed remuneration the Managing Director shall be entitled to such variable remuneration as may be approved by the Board of Directors from time to time against the receipt of Management Fees from Allied Digital LLC, wholly owned subsidiary Company, however the payment of variable remuneration to the Managing Director at any time shall not exceed 200% of the total annual fixed remuneration.
- D. **Payment of Commission:** Such amount for each financial year as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
- E. **Perquisites:** The Managing Director, as per recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, shall also be entitled for such



allowances/perquisites forms part of the Fixed remuneration during his tenure viz.

- reimbursement of expenditure or allowances in respect of rent-free furnished accommodation owned, leased or rented by the Company or House Rent Allowances in lieu thereof,
- repairs and maintenance of accommodation including furniture, fixtures and furnishings and provision of gas, electricity and water,
- medical reimbursement, health insurance premium, group personal accident insurance,
- telephone facility at residence, mobile phone,
- leave travel concession, for himself and his family,
- fees for two clubs,
- Annual fees for two credit cards,
- Company's car with a driver and maintenance, and
- any other reimbursements, allowances or perquisites in terms of the Company's Rules.

"Family" mentioned above means the spouse, dependent parent and dependent children of the Managing Director, as mentioned in the applicable Rules or Schemes.

The Managing Director shall also be entitled for perquisites not forming part of the basic salary for the purpose of computation of the Managing Director's remuneration or perquisites viz.:

- (i) Company's contribution to Provident Fund and Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (iii) Encashment of leave at the end of tenure as per the Rules of the Company.

Perquisites shall be evaluated as per the applicable provisions of the Income Tax Act along with its relevant rules.

F. **Minimum Remuneration:** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Nitin Shah as Managing Director

of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

Mr. Nitin Shah's wide experience and the significant contributions made by him to the Company during his tenure as Managing Director of the Company and upon recommendation of the Nomination and Remuneration Committee, and approved by the Audit Committee, the Board of Directors of the Company at their meeting held on May 30, 2025 approved the re-appointment of Mr. Nitin Shah as Chairman and Managing Director of the Company for a further period of five years effective from April 01, 2026 to March 31, 2031.

The Nomination and Remuneration Committee of the Company along with the audit Committee and the Board of the Company, reviewed the terms and conditions of the re-appointment of the Managing Director.

In terms of Section 196(3) of the Companies Act, 2013, no Company shall continue the employment of any person as Managing Director who has attained the age of seventy (70) years, and accordingly, the approval of the members was obtained vide Special Resolution passed at their Meeting held on September 13, 2021. Mr. Nitin Shah has attained the age of seventy (70) years on September 05, 2024, thus approval of members vide Special Resolution is sought again for his re-appointment as Managing Director of the Company, on the terms of appointment and remuneration as mentioned above.

The aforesaid terms of re-appointment of Mr. Nitin Shah, Managing Director presently requires the approval of the Shareholders pursuant to Section 197, 198, read with Schedule V of the Companies Act, 2013.

As per Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"), the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds ₹ 5 crores or 2.5% of the net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity. The remuneration of Mr. Nitin Shah, in his capacity as Chairman and Managing Director of the Company, may exceed the limits prescribed in Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015. The Board accordingly recommends the resolutions to be passed as Special Resolution, as set out at item no. 6 of the accompanying notice, your approval is sought for the same.



The required details including a brief profile of Mr. Nitin Shah, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, are provided as an “Annexure-I” to this Notice.

Disclosure required under Schedule V of the Companies Act, 2013 is set out as the “Annexure-II” to this Notice.

Except Mr. Nitin Shah, Chairman and Managing Director and Mr. Nehal Shah, Whole-Time Director, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

## ITEM NO. 7

### Re-appointment of Mrs. Tejal Shah (DIN: 02766902), as an Executive Director of the Company:

Mrs. Tejal Shah, aged 57 years old, has been closely associated with ADSL for over 32 years. She holds a bachelor's degree in commerce from the University of Mumbai. Since 2023, she has been acting as an Executive Director of the Company. During her tenure in the office of the Executive Director, she has gained rich experience in the field of Finance, Operations and Marketing of the Company. Her current term of the office of Executive Director expires on May 24, 2026. Considering her prolonged association with the Company and vast experience and based on recommendations from the Nomination and Remuneration Committee (NRC), and approval from Audit Committee, it is proposed to recommend to the Board of Directors of the Company, reappointment of Mrs. Tejal Shah as Executive Director of the Company for a further period of five (5) years w.e.f. May 25, 2026 to May 24, 2031. The principal terms are as follows:

- A. **Period of Appointment:** May 25, 2026 to May 24, 2031.
- B. **Basic Salary/Fixed Remuneration:** For the period May 25, 2026 to May 24, 2029, ₹ 1 Crore per annum and increment as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors
- C. **Variable Salary:** In addition to the fixed remuneration the Executive Director shall be entitled to such variable remuneration as may be approved by the Board of Directors from time to time against the receipt of Management Fees from Allied Digital LLC, wholly owned subsidiary Company, however the payment of variable remuneration to the Executive Director at any time shall not exceed 200% of the total annual fixed remuneration.
- D. **Payment of Commission:** Such amount for each financial year as may be recommended by the

Nomination and Remuneration Committee and approved by the Board.

- E. **Perquisites:** The Executive Director, as per recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, shall also be entitled for such allowances/perquisites forms part of the Fixed remuneration during her tenure viz.
  - reimbursement of expenditure or allowances in respect of rent-free furnished accommodation owned, leased or rented by the Company or House Rent Allowances in lieu thereof,
  - repairs and maintenance of accommodation including furniture, fixtures and furnishings and provision of gas, electricity and water,
  - medical reimbursement, health insurance premium, group personal accident insurance,
  - telephone facility at residence, mobile phone,
  - leave travel concession, for herself and her family,
  - fees for two clubs,
  - Annual fees for two credit cards,
  - Company's car with a driver, petrol and maintenance, and
  - any other reimbursements, allowances or perquisites in terms of the Company's Rules.

“Family” mentioned above means the spouse, dependent parent and dependent children of the Executive Director, as mentioned in the applicable Rules or Schemes.

The Executive Director shall also be entitled for perquisites not forming part of the basic salary for the purpose of computation of the Executive Director's remuneration or perquisites viz.:

- (i) Company's contribution to Provident Fund and Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (iii) Encashment of leave at the end of tenure as per the Rules of the Company. Perquisites shall be evaluated as per the applicable



provisions of the Income Tax Act along with its relevant rules.

- F. **Minimum Remuneration:** in the event of loss or inadequacy of profits in any financial year during the tenure of Mrs. Tejal Shah as an Executive Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to her as per the provisions of Schedule V of the Companies Act, 2013.

The Nomination and Remuneration Committee of the Company along with the audit Committee and the Board of the Company, reviewed the terms and conditions of the re-appointment of the Executive Director.

The aforesaid terms of re-appointment of Mrs. Tejal Shah, as Executive Director presently requires the approval of the Shareholders pursuant to Section 197, 198, read with Schedule V of the Companies Act, 2013.

As per Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"), the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds ₹ 5 crores or 2.5% of the net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity. The remuneration of Mrs. Tejal Shah, in her capacity as Executive Director of the Company or, may exceed the limits prescribed in Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015. The Board accordingly recommends the resolutions to be passed as Special Resolution, set out at item no. 7 of the accompanying notice, your approval is sought for the same

The required details including a brief profile of Mrs. Tejal Shah, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, are provided as an **"Annexure-I"** to this Notice.

Disclosure required under Schedule V of the Companies Act, 2013 is set out as the **"Annexure-II"** to this Notice.

Except Mrs. Tejal Shah, Executive Director, being appointee, and Mr. Rohan Shah, Additional (Executive) Director, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

## ITEM NO. 8

### **Re-appointment of Ms. Swanubhuti Jain (DIN: 09006117) as an Independent Director of the Company:**

Ms. Swanubhuti Jain was appointed by the members of the Company at the 27<sup>th</sup> Annual General Meeting held on September 13, 2021 as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. April 01, 2021, accordingly her current term expires on March 31, 2026.

As per the provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 ('the Act'), an Independent Director can hold office for a term of upto 5 (five) consecutive years on the Board of a Company, however shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto 5 (five) consecutive years and disclosure of such re-appointment in the Board's Report is made. In line with the aforesaid provisions of the Act, Company's policy on Appointment of Directors and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Ms. Swanubhuti Jain and based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed reappointment of Ms. Swanubhuti Jain as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from April 1, 2026 to March 31, 2031 who shall not be liable to retire by rotation.

Ms. Jain has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Jain has also confirmed that she is not debarred from holding office of director by virtue of any SEBI order or any such authority pursuant to circulars dated 20<sup>th</sup> June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies. The Board considers that her continued association would be of immense benefit to the Company, and it is desirable to continue availing expertise of Ms. Jain as an Independent Director.

The Company has also received all statutory disclosures and declarations from Mrs. Jain including her consent to continue to act as an Independent Director of the Company. In the opinion of the Board, Ms. Swanubhuti Jain fulfills the conditions as set out in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations for being eligible for reappointment as an Independent Director; and she is independent of the management of the Company.



Further, Ms. Swanubhuti Jain is not disqualified from being appointed as a director in terms of Section 164 of the Act. Ms. Jain does not hold any shares in the Company.

Accordingly, the Board recommends the Special Resolution as set out at item no. 8 of this Notice for the approval of the members of the Company. The copy of the draft letter for reappointment of Ms. Swanubhuti Jain as an Independent Director setting out the terms and conditions will be available for inspection by the members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company, till the date of 31<sup>st</sup> AGM. Brief resume of the director proposed to be reappointed and other relevant details relating to her re-appointment, as stipulated under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are given in **Annexure-I** to this Notice.

Except Ms. Swanubhuti Jain, being appointee and her relative, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

## ITEM NO. 9

### **Appointment of Mr. Rohan Shah (DIN: 11111937) as an Executive Director of the Company:**

Mr. Rohan Prakash Shah, aged 32 years old, has been associated with the Company for over 8 years and currently holds the position of Head of Business Development. He also acts as "Product Design leader" in Allied Digital Services, LLC, (the subsidiary of the Company in USA) since 2017. With a background in Computer Science and a proven track record in consultative sales and strategic partnerships, Mr. Rohan Shah has significantly contributed to the Company's growth trajectory, particularly in driving expansion initiatives and digital transformation.

In view of his ongoing contribution, in-depth understanding of the business, and potential to contribute meaningfully at the Board level, the Board of Directors on recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on July 15, 2025, appointed him as an Additional Director of the Company w.e.f. July 15, 2025. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Rohan Shah holds office of Director up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a Member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Further, Mr. Rohan Shah was also appointed as an Executive Director of the Company for a period of 5 years w.e.f. July 15, 2025, subject to approval of shareholders, on the terms and conditions as mentioned below. The additional details required to be given pursuant to clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013, are provided as an annexure to this Notice. The Brief resume of Mr. Rohan Shah pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 31<sup>st</sup> AGM of the Company.

The principal terms are as follows:

- A. **Period of Appointment:** July 15, 2025 to July 14, 2030
- B. **Basic Salary/Fixed Remuneration:** For the period July 15, 2025 to July 14, 2028, USD 3,50,000 per annum to be paid by Allied Digital Services, LLC, wholly owned subsidiary of the Company and increment as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- C. **Variable Salary:** In addition to the fixed remuneration the Executive Director shall be entitled to such variable remuneration as may be approved by the Board of Directors from time to time against the receipt of Management Fees from Allied Digital LLC, wholly owned subsidiary Company, however the payment of variable remuneration to the Executive Director at any time shall not exceed 200% of the total annual fixed remuneration.
- D. **Payment of Commission:** Such amount for each financial year as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
- E. **Perquisites:** The Executive Director, as per recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, shall also be entitled for such allowances/perquisites forms part of the Fixed remuneration during her tenure viz.
  - reimbursement of expenditure or allowances in respect of rent-free furnished accommodation owned, leased or rented by the Company or House Rent Allowances in lieu thereof,
  - repairs and maintenance of accommodation including furniture, fixtures and furnishings and provision of gas, electricity and water,



- medical reimbursement, health insurance premium, group personal accident insurance,
- telephone facility at residence, mobile phone,
- leave travel concession, for himself and his family,
- fees for two clubs,
- Annual fees for two credit cards,
- Company's car with a driver, petrol and maintenance, and
- any other reimbursements, allowances or perquisites in terms of the Company's Rules.

"Family" mentioned above means the spouse, dependent parent and dependent children of the Executive Director, as mentioned in the applicable Rules or Schemes.

The Executive Director shall also be entitled for perquisites not forming part of the basic salary for the purpose of computation of the Executive Director's remuneration or perquisites viz.:

- (i) Company's contribution to Provident Fund and Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service pursuant to the provisions of the Companies Act, 2013 read with the relevant rules made thereunder;
- (iii) Encashment of leave at the end of tenure as per the Rules of the Company. Perquisites shall be evaluated as per the applicable provisions of the Income Tax Act along with its relevant rules.

F. **Minimum Remuneration:** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Rohan Shah as an Executive Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

The Nomination and Remuneration Committee of the Company along with the Audit Committee and the Board of the Company, reviewed the terms and conditions of the appointment of the Executive Director.

The aforesaid terms of appointment of Mr. Rohan Shah, as Executive Director presently requires the approval of the Shareholders pursuant to Sections 197, 198, read with Schedule V of the Companies Act, 2013.

As per Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"), the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds ₹ 5 crores or 2.5% of the net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity. The remuneration of Mr. Rohan Shah, in his capacity as Executive Director of the Company or, may exceed the limits prescribed in Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015. The Board accordingly recommends the resolutions to be passed as Special Resolution, set out at item no. 9 of the accompanying notice, your approval is sought for the same.

The required details including a brief profile of Mr. Rohan Shah, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, are provided as an **"Annexure-I"** to this Notice.

Disclosure required under Schedule V of the Companies Act, 2013 is set out as the **"Annexure-II"** to this Notice.

Except Mr. Rohan Shah, being an appointee and Mrs. Tejal Shah, Executive Director, and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution..

The Board recommends the Special Resolution as set out at Item no. 9 of this Notice for your approval.

### ITEM NO. 10

#### **Appointment of Mr. Narsimha Rao Mannepalli (DIN: 10787923) as a Director and Independent Director of the Company.**

Mr. Narsimha Rao Mannepalli was appointed as an Additional Non-Executive- Independent Director of the Company for a period of five years with effect from July 15, 2025, subject to approval of the members at ensuing Annual General Meeting. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Narsimha Rao Mannepalli holds office as such upto the date of this AGM.

Mr. Narsimha Rao Mannepalli aged 57 years, has done Bachelors of Engineering (Mechanical) along with post-graduation in Business Management. He has experience of over 35 years in providing leadership



to and active participation in the larger Company Strategy, Planning, Operations & Execution. Specifically, provided leadership to Service line strategy, Delivering Quarterly and annual Revenue and Profitability objectives, People strategies and decisions, Management of Delivery risks, Org-wise Cost Management initiatives, Review of quarterly operations' plans, Strategic deals' solution and execution, etc. He has played leadership roles across Service lines, Verticals and Delivery centres of Infosys Limited for over a period of 22+ years. Currently acting as a strategic advisor work as a consultant with Tech Mahindra Limited, committed to help the Company to transform and scale.

Considering his qualification and experience, the Board considered it appropriate to appoint Mr. Narsimha Rao Mannepalli as an Non-Executive Independent Director of the Company.

In terms of the provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of (5) consecutive years and shall not be liable to retire by rotation. Mr. Narsimha Rao Mannepalli, has given the requisite declarations to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as Independent Non-Executive Director of the Company and is independent of the management. Further he has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority as specified under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, he has declared that he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as a director of the Company. The Nomination and Remuneration Committee has recommended his appointment as Independent Director for a term of five consecutive years. The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

In the opinion of the Board Mr. Narsimha Rao Mannepalli proposed to be appointed as Independent Director fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and

is independent of the management. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Narsimha Rao Mannepalli as an Independent Director.

The copy of appointment letter of Mr. Narsimha Rao Mannepalli setting out terms and conditions would be available for inspection without any fees by the members at the Registered Office of the Company during normal business hours on all working days, except Saturdays, upto the date of ensuing Annual General Meeting.

Brief resume of Mr. Narsimha Rao Mannepalli pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 31<sup>st</sup> AGM of the Company.

The Board recommends the Special Resolution as set out at Item no. 10 of the Notice of 31<sup>st</sup> AGM of the Company for your approval.

Except, Mr. Narsimha Rao Mannepalli being an appointee, none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out at Item No.10.

## ITEM NO. 11

### **Approval of revision in remuneration payable to Mr. Nehal Shah, Whole-Time Director of the Company.**

The Board of Directors of the Company in its meeting held on May 23, 2024 and Shareholders of the Company at the 30<sup>th</sup> Annual General Meeting of the Company held on August 09, 2024 had approved the appointment of Mr. Nehal Shah (DIN: 02766841) as Whole-Time Director of the Company with effect from July 30, 2024 for a period of 5 years (including remuneration payable to Mr. Nehal Shah till FY29). Considering the role and responsibilities of Mr. Nehal Shah in managing the affairs of Allied Digital Services, LLC, (the subsidiary of the Company in USA) and taking into consideration the balance tenure of Mr. Nehal Shah which will continue till July 29, 2029 and as recommended by Nomination and Remuneration Committee and approved by Audit Committee of the Company, the Board of Directors approved the payment of the remuneration made to Mr. Nehal Shah, by Allied Digital Services, LLC, its wholly



owned subsidiary along with the payment made by the Company in the following manner w.e.f. April 1, 2025:

### Allied Digital Services Limited ('the Company'/ADSL-India)

Financial Year	Components	Remarks
2025-28	Fixed component	No change in payment to be done, shall remain same as approved previously by the Board and Members in the AGM held on August 09, 2024.
	Variable Components	

### Allied Digital Services, LLC ('Subsidiary Company'/ADSL-USA)

Financial Year	Components	Remarks
2025-28	Fixed Component	Upto USD 35,000 p.m.
	Variable Component	Upto USD 2,00,000 p.a.

As per Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"), the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds ₹ 5 crores or 2.5% of the net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity. The remuneration of Mr. Nehal Shah, in his capacity as Whole-Time Director of the Company or, may exceed the limits prescribed in Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015. The Board accordingly recommends the resolutions to be passed as Special Resolution, set out at item no. 11 of the accompanying notice, your approval is sought for the same.

Disclosure required under Schedule V of the Companies Act, 2013 is set out as the **"Annexure-II"** to this Notice.

Except Mr. Nitin Shah, Chairman and Managing Director and Mr. Nehal Shah, Whole-Time Director, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

### ITEM NO. 12

#### Approval of payment made to Mr. Sunil Bhatt, Executive Director of the Company:

The Board of Directors of the Company in its meeting dated May 18, 2022 and Shareholders of the Company at the 28<sup>th</sup> Annual General Meeting of the Company held on July 28, 2022 had approved the appointment of Mr. Sunil Bhatt (DIN 09243963) as an Executive Director of the Company with effect from May 18, 2022 for a period of 5 years. Mr. Sunil Bhatt apart from being Executive Director on the Board was also designated as Chief Technology Officer working and managing the affairs of Allied Digital Services LLC ('ADSL-USA') in USA.

The committee was also hereby informed that Mr. Sunil Bhatt does not receive any remuneration from India Company, despite being on the board as Executive Director, however ADSL-USA does make payment to Mr. Bhatt due to professional service rendered by him in his capacity as 'Chief Technology Officer'. Considering the role and responsibilities of Mr. Sunil Bhatt in managing the affairs of Allied Digital Services, LLC, (the subsidiary of the Company in USA), and as recommended by Nomination and Remuneration Committee and approved by Audit Committee of the Company, the Board of Directors approved the payment of the remuneration made to Mr. Bhatt by ADSL-USA in the following manner:

### Allied Digital Services, LLC ('Subsidiary Company'/ADSL-USA)

Financial Year	Components	Limits
2025-27	Fixed Component	Upto USD 30,000 p.m.
	Variable Component	Upto USD 2,50,000 p.a.

Disclosure required under Schedule V of the Companies Act, 2013 is set out as the **"Annexure-II"** to this Notice.

Your Directors recommend the Special Resolution as set out at item no. 12 of the notice for approval of the Members.



Except Mr. Sunil Bhatt, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

### **ITEM NOS. 13 & 14**

#### **Approval of waiver of recovery of excess Managerial Remuneration paid to Mr. Nitin Shah, Chairman and Managing Director of the Company and Mrs. Tejal Shah, Executive Director for the Financial Year 2024-25 (Collectively referred to as “Executive Directors”):**

Mr. Nitin Shah was appointed as the Managing Director of the Company for a term of 5 (five) consecutive years w.e.f. April 01, 2021 to March 31, 2026 and Mrs. Tejal Shah was appointed as Executive Director of the Company for a term of 3 (three) years w.e.f. May 25, 2023 to May 24, 2026, by the members of the Company at the Annual General Meetings held on September 13, 2021 and August 17, 2023 respectively.

Pursuant to the provisions of Section 197(10) of the Companies Act, 2013 (“the Act”), read with Schedule V and other applicable provisions of the said Act, the approval of the Members is sought to ratify and waive the recovery of excess remuneration paid to the Executive Directors of the Company as detailed at Item Nos. 13 & 14 of this Notice. This excess remuneration pertains to the amount that was paid over and above the limits previously approved by the Members of the Company at their Meetings held on September 13, 2021 and August 17, 2023.

The Executive Directors have made invaluable contributions to the Company, especially during a period of significant transformation and growth.

Under their leadership, the Company has not only achieved its operational and financial goals but also demonstrated resilience in navigating challenging market conditions. Their strategic vision, operational excellence, and commitment have been central to enhancing shareholder value, expanding business opportunities, and strengthening the Company’s position in the industry.

In accordance with the provisions of Section 197(10) of the Act, and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors have considered and approved payment of such excess remuneration to the Executive Directors and recommended the same to the Shareholders for their ratification, acknowledging their significant contributions to the growth, operations, and success of the Company.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

Accordingly, members’ approval is sought by way of Special Resolutions at Item Nos. 13 & 14 of this Notice for ratification and waiver of recovery of excess remuneration paid to the Executive Directors.

The disclosure required under Schedule V of the Act is mentioned in Annexure II to this Notice.

Except Mr. Nitin Shah, Chairman and Managing Director, Mrs. Tejal Shah, Executive Director, Mr. Nehal Shah, Whole-Time Director and Mr. Rohan Shah, Additional (Executive) Director, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

By Order of the Board of Directors  
For **Allied Digital Services Limited**

**Place:** Mumbai  
**Date:** July 15, 2025

**Registered Office:**  
808, 8<sup>th</sup> Floor, Plot No. 221/222,  
Mafatlal Centre, Vidhan Bhavan Marg,  
Nariman Point, Mumbai 400 021  
CIN: L72200MH1995PLC085488  
Website: [www.allieddigital.net](http://www.allieddigital.net)  
Email: [cs@allieddigital.net](mailto:cs@allieddigital.net)  
Tel: +91 22 6681 6400  
Fax: +91 22 2282 2030

**Khyati Shah**  
Company Secretary & Compliance Officer  
Membership Number: A28073



# Annexure - I

INFORMATION OF DIRECTORS BEING PROPOSED TO BE APPOINTED/RE-APPOINTED AND WHOSE REMUNERATION IS PROPOSED TO BE APPROVED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS [‘SS - 2’] ON “GENERAL MEETINGS” ARE AS UNDER:

Name	Mr. Milind Kamat	Ms. Swanubhuti Jain	Mr. Nitin Shah	Mrs. Tejal Shah	Mr. Rohan Shah	Mr. Narsim Rao Manepalli
Age	65 Years	46 Years	71 Years	57 years	32 years	57 years
Nature of his expertise in specific functional areas	Information Technology	Business Strategy, Sales and Marketing, Customer Service, Quality, Administration	Information Technology	Finance, Operations and Marketing	Information Technology, Business Strategy, Sales and Marketing, Customer Service	Information Technology, Business Strategy, Sales and Marketing, Customer Service, Quality, Administration, Finance, Operations.
Qualifications	Bachelor's Degree in Engineering Post Graduate Degree in Financial Management	Shastri, MA, Post graduation Diploma in Sales and Marketing management	Electrical Engineering, Post Graduate Diploma in Computer Management	Bachelor's degree in Commerce	Bachelor's Degree in Engineering Post Graduate Degree in Financial Management	Bachelors of Engineering (Mechanical) and Post Graduate Program in Business Management
Experience (including expertise in specific functional area)/Brief Resume	40+ years	25+ years	44+ years	25+ years	8+ years	35 years
Number of Shares held in the Company (including beneficial ownership) as on March 31, 2025)	Nil	Nil	1,87,83,031 Equity shares	91,26,348 Equity shares	4,12,395 Equity Shares	Nil
Experience (including brief resume)	Mr. Milind Madhav Kamat (DIN: 01772084) is a seasoned professional with extensive leadership experience of over 40 year in the information technology sector. He holds a Bachelor's Degree in Engineering and a Post Graduate Degree in Financial Management from the University of Mumbai, along with an Executive MBA in Leadership and Change Management from the University of Huddersfield, UK. His professional background encompasses Consulting, General Management, Human Resource Development, Information Technology, Large-Scale Project Management, Change Management, and M&A Integrations.	Ms. Swanubhuti Jain (DIN: 09006117) holds a Post Graduate Diploma in Sales and Marketing Management from NMIMS and an MA from Mumbai University. She has worked in organisations such as Accenture, ICICI Prudential, and Birla Sun Life Insurance, with roles in business development, client relationship management, marketing strategy, lead generation, sales, and quality operations.	Mr. Nitin Shah (DIN: 00189903) aged 70 years is an Electrical Engineer and Post Graduate Diploma Holder in Company Management. The Company has progressed remarkably under his guidance as Managing Director of the Company since 42 years. During his long tenure of 42 years in the office of Managing Director he has gained a rich experience in the field of IT Applications, Infrastructure, enterprise business processes, Cloud Computing.	Mrs. Tejal Prakash Shah, (DIN: 02766902) aged 57 years old, has been closely associated with the company for over 32 years. She holds a bachelor's degree in commerce from University of Mumbai.	Mr. Rohan Shah (DIN: 11111937) holds a Bachelor's Degree in Engineering and a post Graduate Degree in Financial Management from the University of Mumbai, along with an Executive MBA in Leadership and Change Management from the University of Huddersfield, UK.	Mr. Narsimha Rao Manepalli aged 57 years, has done Bachelors of Engineering (Mechanical) along with post-graduation in Business Management. He has experience of over 35 years in providing leadership to and active participation in the larger Company Strategy, Planning, Operations & Execution. Specifically, provided leadership to Service line strategy, Delivering Quarterly and annual Revenue and Profitability objectives, People strategies



Name	Mr. Milind Kamat	Ms. Swanubhuti Jain	Mr. Nitin Shah	Mrs. Tejal Shah	Mr. Rohan Shah	Mr. Narsim Rao Manepalli
	<p>He has also undergone advanced training in management and IT, and is well-versed in Lean Management and Total Operational Excellence methodologies. Over the course of his career, Mr. Kamat has held several senior leadership positions in reputed organizations, including serving as Executive Vice President and CEO of Atos India and as a member of the Atos Group Executive Committee. He has played a significant role in driving digital transformation, vertical for Atos, and delivering innovative Internet of Things (IoT) solutions for key sectors such as oil marketing. He has also led multiple successful M&amp;A integration initiatives within the Indian operations of the Atos Group, contributing to strategic growth and operational efficiency.</p>	<p>He has also undergone advanced training in management and IT, and is well-versed in Lean Management and Total Operational Excellence methodologies. Over the course of his career, Mr. Kamat has held several senior leadership positions in reputed organizations, including serving as Executive Vice President and CEO of Atos India and as a member of the Atos Group Executive Committee. He has played a significant role in driving digital transformation, vertical for Atos, and delivering innovative Internet of Things (IoT) solutions for key sectors such as oil marketing. He has also led multiple successful M&amp;A integration initiatives within the Indian operations of the Atos Group, contributing to strategic growth and operational efficiency.</p>	<p>Analytics and Automation, enterprise system integration solutions, accounts, finance, banking and overall administration of the Company</p>			<p>and decisions, Management of Delivery risks, Org-wise Cost Management initiatives, Review of quarterly operations' plans, Strategic deals' solution and execution, etc. He has played leadership roles across Service lines, Verticals and Delivery centres of Infosys Limited for over a period of 22+ years. Currently acting as a strategic advisor work as a consultant with Tech Mahindra Limited, committed to help the company to transform and scale</p>
Terms and Conditions of Appointment/re-appointment	<p>Mr. Milind Kamat is proposed to be re-appointed as Non-Executive Independent Director for a second term of 5 consecutive years, not liable to retire by rotation.</p>	<p>Mrs. Swanubhuti Jain is proposed to be re-appointed as Non-Executive Independent Director for a second term of 5 consecutive years, not liable to retire by rotation.</p>	<p>During his tenure with the company he shall not disclose directly or indirectly any information/document about the company - During his employment with the company he may come across of companies' plans, policies, undisclosed records design and/or strategies which are confidential in nature and he requires to maintain its confidentiality.</p>	<p>During their tenure with the company they shall not disclose directly or indirectly any information/document about the company - During their employment with the company they may come across of companies' plans, policies, undisclosed records design and/or strategies which are confidential in nature, and he requires to maintain its confidentiality.</p>	<p>During his tenure with the company he shall not disclose directly or indirectly any information/document about the company. During his employment with the company he may come across of companies' plans, policies, undisclosed records design and/or strategies which are confidential in nature and he requires to maintain its confidentiality.</p>	<p>Mr. Narsimha Rao Manepalli is proposed to be appointed as Non-Executive Independent Director for a term of 5 consecutive years, not liable to retire by rotation.</p>
Date of First Appointment on the Board	June 11, 2020	July 30, 2021	March 01, 2021	May 25, 2023	July 15, 2025.	July 15, 2025



Name	Mr. Milind Kamat	Ms. Swanubhuti Jain	Mr. Nitin Shah	Mrs. Tejal Shah	Mr. Rohan Shah	Mr. Narsim Rao Manepalli
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	He is not related inter-se to any Director(s)/Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013	She is not related inter-se to any Director(s)/Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013	Mr. Nehal Shah is son and Mrs. Tejal Prakash Shah is a relative	Relative of Mr. Nitin Shah- Chairman and Managing Director and Mr. Nehal Shah- Whole-Time Director	Relative of Mr. Nitin Shah- Chairman and Managing Director and Mr. Nehal Shah- Whole-Time Director	He is not related inter-se to any Director(s)/Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013
Number of Board Meetings attended during the year	5	5	5	5	-	-
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	NIL	- Motilal Oswal Financial Services Limited - Motilal Oswal Asset Management Company Limited - Arihant Capital Markets Limited	- Allied CNT Solutions Private Limited - Allied-eCop Surveillance India Private Limited - Assetlite Equipment India Private Limited - En Pointe Technologies India Private Limited	- Allied CNT Solutions Private Limited - Assetlite Equipment India Private Limited - Allied Digital Incube Private Limited - Coworks Private Limited	NIL	NIL
Memberships/ Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	NIL	- Motilal Oswal Asset Management Company Limited -Member-Audit Committee - Motilal Oswal Financial Services Limited-Member-Stakeholders Relationship Committee - Arihant Capital Markets Ltd - Audit Committee-Member Nomination and remuneration committee-Member	- Allied Digital Incube Private Limited - Allied Digital Coworks Private Limited	- Allied-ecop Surveillance India Private Limited - En Pointe Technologies India Private Limited - Abhirati Properties Private Limited	NIL	NIL



Name	Mr. Milind Kamat	Ms. Swanubhuti Jain	Mr. Nitin Shah	Mrs. Tejal Shah	Mr. Rohan Shah	Mr. Narsim Rao Manepalli
Listed entities from which the Director has resigned from directorship in the past three (3) years	NIL	NIL	NIL	NIL	NIL	NIL
Last drawn remuneration	Not Applicable	-	₹ 456.68 lakhs pa.	₹ 92.13 lakhs p.a.	NIL	NIL
Details of Remuneration sought to be paid	Not Applicable	-	₹ 600 lakhs pa.	₹ 300 lakhs p.a.	USD 3,50,000 p.a.	NIL
Justification for choosing the appointee for appointment as Independent Director	Considering his expertise and experience as mentioned above.	Considering her expertise and experience as mentioned above.	Not Applicable	Not Applicable	Not Applicable	Considering his expertise and experience as mentioned above.

**ANNEXURE II**

The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

<b>I General Information</b>	
1. Nature of Industry	Information Technology
2. Date or expected date of commencement of Commercial production	The Company is in existence and operation since 1995
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not Applicable
4. Financial performance based on the given indicators	Financial performance based on the Audited Accounts for the year ended March 31, 2025 is as under:  (₹ in Lakhs) Sales 36,615 Profit after Tax 1,073 Asset Turnover Ratio 0.55 Current Ratio 2.43 times Profit to Net Sales 2.93%
5. Export performance and net foreign exchange collaborations	The total export sales realised during the year ended March 31, 2025 amounts to ₹ 2240 Lakhs
6. Foreign investments or collaborations, if any	The Company' total investment as on March 31, 2025 in its Foreign Subsidiary Companies is ₹ 7775 Lakhs.
<b>II Other Information</b>	
1. Reasons of loss or inadequacy of profits	Company has made profit during the year and the Company is expected to perform even better in coming years. Productivity and profits are expected to be improved accordingly.
2. Steps taken or proposed to be taken for improvement	
3. Expected increase in productivity and profits in measurable items	
<b>III Other Disclosures</b>	
The other disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Board of Directors' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2024-25	



**Information about the appointee:**

Name	Mr. Nitin Shah	Mrs. Tejal Shah	Mr. Rohan Shah	Mr. Nehal Shah	Mr. Sunil Bhatt
Background details	Expertise in the field of Information Technology and has experience of 45+ years.	Technology Innovation and Business Development	Technology Innovation and Business Development	Having an experience of 14+ years and expertise in HR and operations	Technology Innovation and Business Development
Recognition or awards	<ol style="list-style-type: none"> <li>India's Greatest Leader by URS Asia One in March 2024.</li> <li>Srila Prabhupada Seva Samman Awards by ISKON in July 2024</li> <li>CMD of the Year by CMO Asia in March 2025.</li> </ol>	-	-	<ol style="list-style-type: none"> <li>Times Now Most Promising Business Leader of Asia 2023-24 in March 24.</li> <li>Milestone Global Icon Awards 2024 in April 2024.</li> </ol>	-
Job profile and suitability	Mr. Nitin Shah is the Managing Director of the Company with substantial powers and overall control of the Company. Entire management team works under his supervision and all Managers report to him. Considering the qualification, experience, proven track record and performance of Mr. Nitin Shah and contribution made by him for the growth of the Company as well as his capacity to handle emerging challenges in the times to come, the re-appointment of Mr. Nitin Shah as Managing Director would be beneficial to the Company.	Mrs. Tejal Shah is Executive Director of the Company with substantial powers. She looks after marketing, human resource management and general administration of the Company. Considering the qualification, experience, proven track record and performance of Mrs. Tejal Shah and contribution made by her for the growth of the Company as well as her capacity to handle emerging challenges in the times to come, the re-appointment of Mrs. Tejal Shah as Executive Director would be beneficial to the Company.	Mr. Rohan Shah would be responsible for the day to day affairs of the Company and over all control of the Board of Directors of the Company. Considering the qualification, experience, proven track record and performance of Mr. Rohan Shah and contribution made by him for the growth of the Company as well as capacity to manage the emerging challenges in the times to come, the appointment of Mr. Rohan Shah as Executive Director would be beneficial to the Company.	Mr. Nehal Shah would be responsible for the day to day affairs of the Company and overall control of the Board of Directors of the Company. Considering the qualification, experience, proven track record and performance of Mr. Nehal Shah and contribution made by him for the growth of the Company as well as capacity to handle emerging challenges in the times to come, the appointment of Mr. Sunil Bhatt as Executive Director would be beneficial to the Company.	Considering the qualification, experience, proven track record and performance of Mr. Sunil Bhatt and contribution made by him for the growth of the Company as well as capacity to handle emerging challenges in the times to come, the appointment of Mr. Sunil Bhatt as Executive Director would be beneficial to the Company.

**Information about the appointee:** (Contd.)

Name	Mr. Nitin Shah	Mrs. Tejal Shah	Mr. Rohan Shah	Mr. Nehal Shah	Mr. Sunil Bhatt
Comparative remuneration profile with respect of industry, size of the company, profile of the position and person	-	The proposed remuneration is in line with other companies in the IT Industries	Considering his rich experience as detailed in the proposed resolution, the terms of the remuneration payable to Mr. Rohan Shah are considered fair, just and reasonable and are at par with the standards of the industry in which the Company operates.	The proposed remuneration is in line with other companies in the IT Industries	-
Pecuniary relationship directly or indirectly with the Company, or the managerial personnel, if any	Mr. Nehal Shah is the son and Ms. Tejal Shah relative of Mr. Nitin Shah respectively	Relative of Mr. Nitin Shah- Chairman and Managing Director and Mr. Nehal Shah- Whole-Time Director	Mr. Rohan Shah has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoter and son of Ms. Tejal Shah and relative of Mr. Nitin Shah and Mr. Nehal Shah.	Relative of Mr. Nitin Shah- Chairman and Managing Director and relative of Mrs. Tejal Shah and Mr. Rohan Shah.	-

By Order of the Board of Directors  
For **Allied Digital Services Limited**

**Khyati Shah**  
Company Secretary & Compliance Officer

**Place:** Mumbai  
**Date:** July 15, 2025

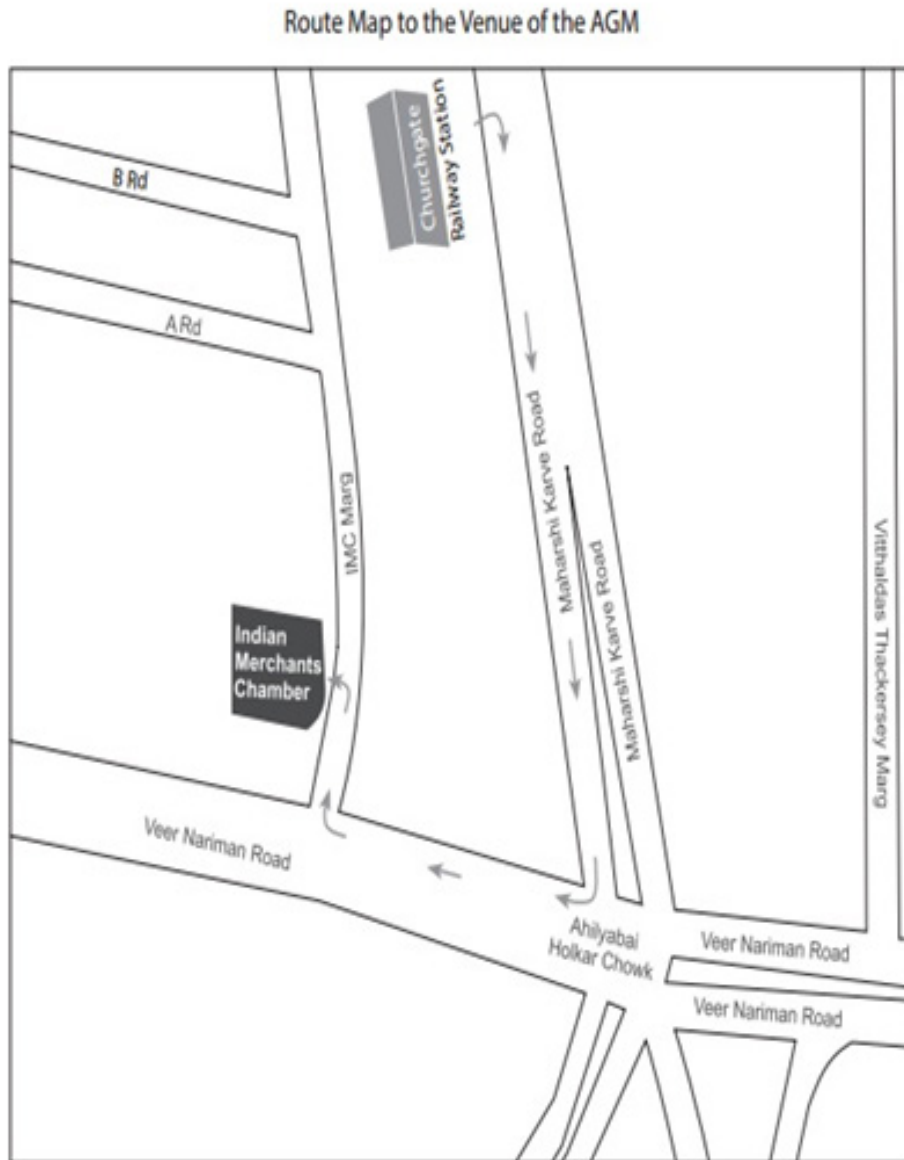
**Registered Office:**  
808, 8<sup>th</sup> Floor, Plot No. 221/222,  
Mafatlal Centre, Vidhan Bhavan Marg,  
Nariman Point, Mumbai 400 021  
CIN: L72200MH1995PLC085488  
Website: [www.allieddigital.net](http://www.allieddigital.net)  
Email: [cs@allieddigital.net](mailto:cs@allieddigital.net)  
Tel: +91 22 6681 6400  
Fax: +91 22 2282 2030

### DETAILS OF VENUE OF THE ANNUAL GENERAL MEETING

**Address:** Babubhai Chinai Committee Room, 2<sup>nd</sup> Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate Mumbai – 400 020

**Landmark:** Near Churchgate Station

### ROUTE MAP





**ALLIED DIGITAL SERVICES LIMITED**

**CIN:** L72200MH1995PLC085488

Registered Office: 808, 8<sup>th</sup> Floor, Plot No. 221/222,  
Mafatlal Centre, Vidhan Bhavan Marg,  
Nariman Point, Mumbai 400 021

**Website:** [www.allieddigital.net](http://www.allieddigital.net) Email: [investors@allieddigital.net](mailto:investors@allieddigital.net)

**Tel:** +91 22 6681 6400 Fax: +91 22 2282 2030

**ATTENDANCE SLIP**

(To be completed and presented at the entrance of the Meeting Hall)

Registered Folio/DP ID & Client ID	
Name of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	
Address of Shareholder	
No. of Share(s)	

I/We hereby record my/our presence at the **31<sup>st</sup> ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, September 10, 2025 at 03:00 P.M.(IST) at Babubhai Chinai Committee Room, 2<sup>nd</sup> Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.

Member's Folio/DP ID/  
Client ID No

Member's Folio/DP ID/  
Client ID No

Member's Folio/DP ID/  
Client ID No

**Note:**

1. Please fill in the Folio/DP ID-Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number (EVEN)	User ID	Password

**Note:** Please read the instructions for e-voting given along with Annual Report. The remote e-voting period starts from (9:00 am) on Sunday, September 07, 2025 and will end at 5.00 p.m. on Tuesday, September 09, 2025. The voting module shall be disabled by NSDL for voting thereafter.

**Note:** PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.



# Form No. MGT-11

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### 31<sup>st</sup> ANNUAL GENERAL MEETING ON SEPTEMBER 10, 2025

Name(s) of Member(s): .....

Registered Address: .....

Email Id: .....

DP ID Client ID/Folio No : .....

I/We, being the member(s) of ..... Shares of Allied Digital Services Limited, hereby appoint:

1. Name: .....

Address: .....

Email Id:.....

Signature:..... or failing him/her

2. Name: .....

Address: .....

Email Id:.....

Signature:..... or failing him/her

3. Name: .....

Address: .....

Email Id:.....

Signature:..... or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Wednesday, September 10, 2025 at 03:00 PM at Babubhai Chinai Committee Room, 2<sup>nd</sup> Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



Resolution No.	Resolution	For	Against	Abstain
<b>Ordinary Business</b>				
1.	To consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.			
2.	To declare a dividend on Equity Shares of the Company for the financial year ended March 31, 2025.			
3.	To appoint a Director in place of Mrs. Tejal Prakash Shah (DIN: 02766902), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.			
<b>Special Business</b>				
4.	To approve appointment of Secretarial Auditors of the Company.			
5.	To consider re-appointment of Mr. Milind Kamat (DIN: 01772084) as an Independent Director of the Company.			
6.	To consider re-appointment of Mr. Nitin Shah (DIN: 00189903), as Managing Director of the Company.			
7.	To consider re-appointment of Mrs. Tejal Shah (DIN: 02766902), as an Executive Director of the Company.			
8.	To consider re-appointment of Ms. Swanubhuti Jain (DIN: 09006117) as an Independent Director of the Company.			
9.	To consider appointment of Mr. Rohan Shah (DIN: 11111937) as an Executive Director of the Company.			
10.	To consider appointment of Mr. Narsimha Rao Mannepalli (DIN: 10787923) as a Director and Independent Director of the Company.			
11.	To consider approval of revision in remuneration payable to Mr. Nehal Shah (DIN: 02766841), Whole-Time Director of the Company.			
12.	To consider approval of revision in remuneration payable to Mr. Sunil Bhatt (DIN: 09243963), Executive Director of the Company for the remaining period of his tenure.			
13.	To consider approval of waiver for recovery of excess managerial remuneration paid to Mr. Nitin Shah (DIN:00189903), Chairman and Managing Director of the Company for the Financial Year 2024-25			
14.	To consider approval of waiver for recovery of excess managerial remuneration paid to Mrs. Tejal Shah (DIN:02766902), Executive Director of the Company for the Financial Year 2024-25			



Signed this ..... day of ..... 2025

Signature of Member: .....

Signature of Proxy holder(s): .....

Affix  
Revenue  
Stamp

**NOTES:**

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Proxy need not be a member of the Company.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.