August 08, 2026

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, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Scrip Symbol: ADSL

Dear Sir/Madam,

Sub.: Notice of 32nd 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 32nd Annual General Meeting of Allied Digital Services Limited ('the Company'), scheduled to be held on Tuesday, September 01, 2026 at 03:00 p.m. (IST) at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020 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

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 32nd AGM.

Please take the above on your record

Thanking you,

Yours faithfully,
For **Allied Digital Services Limited**

KHYATI NISHIL SHAH
Digitally signed by KHYATI NISHIL SHAH
Date: 2026.08.08 13:56:33 +05'30'

Khyati Shah
Company Secretary

Allied Digital Services Limited Mumbai

Encl.: as above

Notice

NOTICE is hereby given that the Thirty-Second Annual General Meeting (32nd AGM) of the Members of **Allied Digital Services Limited ("the Company")** will be held on Tuesday, September 01, 2026 at 03:00 p.m. (IST) at Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate Mumbai – 400 020 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, 2026, 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, 2026, 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, 2026.

3. To appoint a Director in place of Mr. Nehal Shah (DIN: 02766841), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Shakti Kumar Leekha (DIN: 03246804) 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 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Shakti Kumar Leekha (DIN: 03246804), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from January 20, 2022 upto January 19, 2027 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from January 20, 2027 upto January 19, 2032 (both days inclusive).

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **Re-appointment of Mr. Anup Kumar Mahapatra (DIN: 08985605) 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 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Anup Kumar Mahapatra (DIN: 08985605), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 18, 2022 upto May 17, 2027 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from May 18, 2027 upto May 17, 2032 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. **Re-appointment of Mr. Sunil Bhatt (DIN: 09243963) as a Whole-time Director designated as an 'Executive Director' of the Company, liable to retire by rotation, for a term of 5 (five) years effective from May 18, 2027, to May 17, 2032:**

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 read with Schedule V of the Companies Act, 2013 ("the Act") and 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), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Audit Committee and approved by the Board of Directors of the Company, the re-appointment of Mr. Sunil Bhatt (DIN: 09243963) as an Executive Director of the Company for a further period of five (5) years, from May 18, 2027, to May 17, 2032, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with 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. Sunil Bhatt be and is hereby approved.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and sign and file all such papers, documents, forms as may be necessary and expedient from time to time."

7. **Appointment of Mr. Nehal Shah (DIN:02766841) as Joint Managing Director of the Company, liable to retire by rotation, for a term of 5 (five) years effective from July 01, 2026 until June 30, 2031:**

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, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for elevation and appointment of Mr. Nehal Shah (DIN: 02766841), as Joint Managing Director of the Company for a period of five (5) years commencing from July 01, 2026 until June 30, 2031 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Nehal Shah.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

8. **Approval of material related party transaction(s) for sale, purchase or supply of any goods or materials and availing and rendering of any services between the Company and Allied Digital Services LLC, USA for the year 2026-27:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with Allied Digital Services, LLC ('ADSL-US'), subsidiary company of Allied Digital Services Limited ("the Company") and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and ADSL-US, for an aggregate value not exceeding INR 200 Crore (Rupees Two Hundred Crore) per annum with regard to the contracts/transactions vide Availing/Rendering of Services and INR 50 Crores (Rupees

Fifty Crore) per annum with regard to the contracts/ transactions vide sale, purchase or supply of any goods or materials during FY 2026-27, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion, deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Place: Mumbai
Date: August 06, 2026

Sd/-
Khyati Shah
Company Secretary
A28073

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

Notes

1. An Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to 'Special Business' as set out in Item nos. 4 to 8 to be transacted at the Annual General Meeting ("AGM") and relevant details in respect of Item nos. 4 to 8 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 on or before Tuesday, August 25, 2026. 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

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. 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 adsl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. And 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, August 28, 2026 as 'Record Date' for determining entitlement of Members to Dividend for the Financial Year ended March 31, 2026, 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 Friday, September 04, 2026 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, August 28, 2026;

    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, August 28, 2026.

12. Pursuant to Finance Act 2020, Dividend Income is taxable in the hands of Shareholders w.e.f. April 1, 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 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 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. A physical copy of the Annual Report shall be provided to only those Members who make a specific request in this regard by email at 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 2025-26. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.allieddigital.net, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of NSDL viz. https://www.evoting.nsdl.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, 1st 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.mufg.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. Questions/queries received by the Company by Friday, August 25, 2026 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 by Friday, August 25, 2026 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 9, 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 Tuesday, August 25, 2026 i.e. the cut-off date, are entitled to vote on the Resolutions set forth in this Notice:

    a. 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 Friday, August 28, 2026 and will end at 5.00 p.m. on Monday, August 31, 2026. 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/.

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 9, 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 **NSDL**.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 & voting during the meeting. 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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "**Beneficial Owner**" icon under "**Login**" which is available under "**IDeAS**" 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 "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** 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 & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservicesnsdl.com Select "**Register Online for IDeAS**" **Portal** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com 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 & voting during the meeting. 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** App Store Google Play
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 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.

Login method for Individual shareholders holding securities in demat mode is given below: (Contd.)

Type of shareholders	Login Method
	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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
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 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 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/ either 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:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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.
   b) "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on: 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 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
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. 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 for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 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 e-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.

GENERAL INFORMATION:

24. 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 to reset the password.

25. The voting rights of Members shall be in proportion to their share of the paid – up Equity Share Capital of the Company as on Tuesday, August 25, 2026, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

26. 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. 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 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. Tuesday, August 25, 2026, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

27. 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.

28. 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 immediately after the declaration of the result by the Chairman or a person authorized by him in writing 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.

29. 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. The said registers shall also be available for inspection at the venue of the AGM during the continuance of the meeting.

30. 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.

31. 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 (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 21, 2026 so that the folios can be KYC updated before the cut-off date of Tuesday, August 25, 2026.

32. Members who have either not received or have not yet encashed their dividend warrant(s) till the Financial Year ended March 31, 2026, 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.

33. 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.

34. Members desirous of getting any information about accounts of the Company are requested to send their queries at 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.

35. 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.evotingnsdl.com or call on 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

36. The SEBI vide its circular dated 20th 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.

37. 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.

38. 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.

39. 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 setting out material facts 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

Re-appointment of Mr. Shakti Kumar Leekha (DIN: 03246804) as an Independent Director of the Company:

Mr. Shakti Kumar Leekha was appointed by the members of the Company via Postal Ballot on January 20, 2022 as Non-Executive Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. January 20, 2022, accordingly his current term of five years expires on January 19, 2027.

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 extensive experience, leadership and continued valuable guidance to the management and strong Board performance of Mr. Shakti Kumar Leekha and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, it is proposed to reappoint Mr. Leekha as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from January 20, 2027 to January 19, 2032, who shall not be liable to retire by rotation. Mr. Leekha 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. Leekha 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 20th 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. Leekha as an Independent Director.

The Company has also received all statutory disclosures and declarations from Mr. Shakti Kumar Leekha including his consent to continue to act as an Independent Director of the Company. In the opinion of the Board, Mr. Leekha 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. Shakti Kumar Leekha is not disqualified from being appointed as a director in terms of Section 164 of the Act. Mr. Leekha does not hold any shares in the Company.

Mr. Shakti Kumar Leekha 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. 4 of the Notice of the 32nd 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. Shakti Kumar Leekha 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 32nd 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 of Company Secretaries of India are given in **Annexure - I** to this Notice.

Except Mr. Shakti Kumar Leekha, being appointee and his relatives, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5

Re-appointment of Mr. Anup Kumar Mahapatra (DIN: 08985605) as an Independent Director of the Company:

Mr. Anup Kumar Mahapatra (DIN: 08985605) was appointed as a Non-Executive Independent Director of the Company by the Members at the 28th Annual General Meeting held on July 28, 2022, for a term of five consecutive years commencing from May 18, 2022. Accordingly, his current term of first five years expires on May 17, 2027.

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. Anup Kumar Mahapatra and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, it is proposed to re-appoint him as a Non-Executive Independent Director for a second term of five (5) consecutive years with effect from May 18, 2027 to May 17, 2032. He shall not be liable to retire by rotation.

Mr. Mahapatra 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. Mahapatra 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 20th 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. Mahapatra as an Independent Director.

The Company has also received all statutory disclosures and declarations from Mr. Anup Kumar Mahapatra including his consent to continue to act as an Independent Director of the Company. In the opinion of the Board, Mr. Anup Kumar Mahapatra 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. Anup Kumar Mahapatra is not disqualified from being appointed as a director in terms of Section 164 of the Act. Mr. Mahapatra does not hold any shares in the Company.

Mr. Mahapatra 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 32nd 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. Anup Kumar Mahapatra 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 32nd 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 of Company Secretaries of India are given in **Annexure - I** to this Notice.

Except Mr. Anup Kumar Mahapatra, being appointee and his relatives, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6

Re-appointment of Mr. Sunil Bhatt (DIN: 09243963) as a Whole-time Director designated as an Executive Director of the Company, liable to retire by rotation, for a term of 5 (five) years effective from May 18, 2027, to May 17, 2032:

Mr. Sunil Bhatt has been associated with the Allied Digital Group from last 30 years and is a Chief Technology Officer of Allied Digital Services, LLC, USA ('ADSL-USA') for more than 15 years. Mr. Sunil Bhatt has over 32 years of experience in the Technology industry. His valuable contribution to the Company ever since his association with the Company, has greatly helped the Company to grow manifold.

Mr. Sunil Bhatt was appointed by the members of the Company at the 28th Annual General Meeting held on July 28, 2022 as an Executive Director of the Company for a period of 5 (five) years effective from May 18, 2022, accordingly his term expires on May 17, 2027. Considering his prolonged association with the Company and vast experience and based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors, it is proposed to reappoint Mr. Sunil Bhatt as a Whole-Time Director, designated as an Executive Director of the Company for another period of 5 (five) years, effective from May 18, 2027 upto May 17, 2032, liable to retire by rotation.

Mr. Sunil Bhatt does not receive any remuneration from the Company, despite being on the board as Executive Director, however ADSL-USA does make payment to Mr. Bhatt due to professional services 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)

Tenure	Components	Limits
During the tenure of his appointment as Whole-time Director	Fixed Component	Upto USD 5,00,000 p. a.
	Variable Component	upto 200% of Fixed Component

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. 6 of the notice for approval of the Members.

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

ITEM NO. 7

Appointment of Mr. Nehal Shah (DIN:02766841) as Joint Managing Director of the Company, liable to retire by rotation, for a term of 5 (five) years effective from July 01, 2026, to June 30, 2031:

Mr. Nehal Shah (DIN: 02766841) had been serving as Whole-Time Director of the Company since July 30, 2024 and has been instrumental in driving the Company's business growth, operational efficiency, strategic initiatives, and stakeholder relationships. Over the years, he has assumed increasing responsibilities across key business and functional areas and has demonstrated strong leadership, strategic vision, and execution capabilities. The rationale behind elevating Mr. Nehal Shah from Whole-Time Director to Joint Managing Director was based on considerations like Enhanced Leadership Responsibilities, Support to the Managing Director, Business Growth and Expansion, Leadership Continuity and Succession Planning and Recognition of Contribution and Performance. Mr. Shah's has consistently demonstrated exceptional commitment, business acumen, and leadership, contributing significantly to the Company's growth and value creation. The proposed elevation appropriately acknowledges his contribution and aligns his designation with the scope of responsibilities being discharged by him.

The appointment of Mr. Nehal Shah (DIN: 02766841) as Joint Managing Director of the Company effective from July 01, 2026 for a term of 5 (five) years is based on the existing following terms and conditions of appointment and remuneration, as approved by the shareholders in the AGM held as on September 10, 2025 or with such modifications as may be approved by the Board and shareholders, wherever required:

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

Financial Year	Components	Limits
2025-28	Fixed component	No changes in the payment, shall remain same as approved previously by the Board and Members in the AGM held on September 10, 2025.
	Variable Components	

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

Financial Year	Components	Limits
2025-28	Fixed Component	No changes in the payment, shall remain same as approved previously by the Board and Members in the AGM held on September 10, 2025.
	Variable Component	

The aforesaid terms of appointment of Mr. Nehal Shah as Joint Managing Director and payment of remuneration for the financial years 2026 to 2028 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. Nehal Shah, in his capacity as Joint 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. 7 of the accompanying notice, your approval is sought for the same.

Wherein any financial year during the currency of the tenure of Mr. Nehal Shah, Joint Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Mr. Nehal Shah the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

The required details including a brief profile of Mr. Nehal 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. Nehal Shah Jt. Managing Director and Mr. Nitin Shah, Chairman and Managing 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. 8

Approval of material related party transaction(s) for sale, purchase or supply of any goods or materials and availing and rendering of any services between the Company and Allied Digital Services LLC, USA for the year 2026-27:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

The materiality threshold for seeking shareholders' approval for related party transactions of the Company is ₹ 96.79 Crore. The said limits are applicable even if the transactions are in the ordinary course of business and at an arm's length basis.

Accordingly, Resolution No. 8 is placed for the approval of the Members of the Company.

Background, details and benefits of the transaction

Allied Digital Services LLC, USA ('ADSL-USA') is a Subsidiary Company of Allied Digital Services Limited ('ADSL/'the Company') and consequently, a related party of ADSL, being a Promoter Group entity. ADSL-USA offers global IT solutions and managed services provider to Profit, Not for Profit, Government and large enterprises. ADSL-USA enables its customers to reduce their total cost of IT ownership and improve end-user IT support through broad catalogue of IT services offerings.

ADSL provides to and receives from ADSL-USA a number of services. These services are provided in support of each other's customers or to support internal infrastructure. ADSL provides number of services viz IT Remote management, global help desk, project management, sales and marketing, recruitment, back-office support, security consulting, software development, Aditaas licensing, Adiinsight and solution development of any new offerings for USA or Global market. Cost plus transfer price contract has been signed and services are bought and delivered by way of contracts/purchase orders from ADSL-USA and vice versa. ADSL provides most of these services remotely from India and also send technical staff and developers to the USA as the case be.

Both, ADSL and ADSL-USA being part of the Allied Group, these transactions not only help smoothen business operations for both the companies but also ensure consistent flow of desired quality and quantity of facilities and services without interruptions and generation of revenue and business to cater to their business requirements.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs with Allied Digital Services, for an aggregate value not exceeding INR 200 Crore (Rupees Two Hundred Crore) per annum with regard to the contracts/transactions vide Availing/Rendering of Services and INR 50 Crores (Rupees Fifty Crore) per annum with regard to the contracts/transactions vide sale, purchase or supply of any goods or materials during FY27. The Audit Committee has noted that the said transactions with Allied Digital Services LLC will be in the ordinary course of business of the Company and at an arm's length basis.

The Audit Committee has reviewed the certificate provided by Joint & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and Allied Digital Services LLC, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A (1) Basic details of the related party		
1.	Name of the related party	Allied Digital Services LLC
2.	Country of incorporation of the related party	State of Delaware, USA
3.	Nature of business of the related party	ADSL-USA offers global IT solutions and managed services provider to Profit, Not for Profit, Government and large enterprises. ADSL-USA enables its customers to reduce their total cost of IT ownership and improve end-user IT support through broad catalogue of IT services offerings.

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards: (Contd.)

Sr. No.	Particulars of the information	Information provided by the management
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	ADSL-USA is a Subsidiary of ADSL
	• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	51%- Directly 29.50% Indirectly through another wholly owned subsidiary company ADSL-INC
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Nil
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control [2]. *While calculating indirect shareholding, shareholding held by relatives [3] shall also be considered.*	
A (3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	**Sr. No.** | **Nature of transactions** | **Amount (INR lakh)** 1. | Availing/Rendering of Services | 9,243.15 | **Total** | **9,243.15**
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	₹ 2,390 Lakhs
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No
A (4) Amount of the proposed transactions (All types of transactions taken together)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Availing/Rendering of Services- 200 Crore Purchase/Sale of Goods- 50 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	10%

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards: (Contd.)

Sr. No.	Particulars of the information	Information provided by the management
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable
6.	Financial performance of the related party for the immediately preceding financial year:	

Particulars for FY 26	Amount (in US$)
Turnover	73,731,379
Profit After Tax	3,914,084
Net worth	31,863,533

Part B: Additional Information

B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable
2.	Basis of determination of price.	For the allied and other proposed transaction, transactions will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method (such as cost plus mark-up, comparable price, etc.) as advised by the independent consulting firm, shall be considered as arm's length price.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No. 8.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 8 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 8 of the accompanying Notice to the Members for approval.

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

Place: Mumbai
Date: August 06, 2026

Khyati Shah
Company Secretary
A28073

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

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. Shakti Kumar Leekha	Mr. Anup Kumar Mahapatra	Mr. Sunil Bhatt	Mr. Nehal Shah
DIN	03246804	08985605	09243963	02766841
Age	52 years	63 years	51 Years	40 years
Nature of his expertise in specific functional areas	Leadership in Smart & Sustainable Infra area [Honorary Member of ASSOCHAM- National | Council of Green Eco Friendly Movement (CGEM), created various Green Smart Buildings & Smart Cities infra during various corporate roles.	Banking	Technology Innovation and Business Development	HR and Operations
Qualifications	BE (Etx) & PGDMM	Bachelor of Science in Agriculture	Diploma in Computer Technology	Bachelor's Degree in Engineering, Diploma in Computer Technology
Experience (including expertise in specific functional area)/Brief Resume	30 years	38 years	31 years	16 years
Number of Shares held in the Company (including beneficial ownership) as on March 31, 2025)	950 equity shares	-	82,500 equity shares	1,11,800 equity shares
Terms and Conditions of Appointment/re-appointment	Re-appointment as an Independent Director for a second consecutive term commencing from January 20, 2027 upto January 19, 2032, not liable to retire by rotation.	Re-appointment as an Independent Director for a second consecutive term commencing from May 18, 2027 upto May 17, 2032, not liable to retire by rotation.	Mr. Sunil Bhatt has been appointed as Executive Director for a period of 5 years i.e. from May 18, 2027 upto May 17, 2032 and is liable to retire by rotation.	Mr. Nehal Shah has been appointed as Joint Managing Director for a period of 5 years i.e. from July 01, 2026 upto June 30, 2031 and is liable to retire by rotation.
Date of First Appointment on the Board	January 20, 2022	May 18, 2022	July 30, 2021	July 30, 2018
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	None	None	None	Son of Mr. Nitin Shah & relative of Mrs. Tejal Shah and Mr. Rohan Shah

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: (Contd.)

Name	Mr. Shakti Kumar Leekha	Mr. Anup Kumar Mahapatra	Mr. Sunil Bhatt	Mr. Nehal Shah
Number of Board Meetings attended during the year	6	6	6	6
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	1. Deekarban Technologies Private Limited	None	None	1. Abhirati Properties Private Limited 2. Allied-ecop Surveillance Private Limited
Memberships/Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	None	None	None	None
Listed entities from which the Director has resigned from directorship in the past three (3) years	None	None	None	None
Last drawn remuneration	Not applicable	Not applicable	NIL	6.87 lakhs
Details of Remuneration sought to be paid	Eligible for sitting fees, as approved by the Board.	Eligible for sitting fees, as approved by the Board.	None	Mr. Nehal Shah will be entitled to remuneration, benefits, and perquisites as per the Company's policy, as may be revised from time to time by the Board/ Nomination & Remuneration Committee in accordance with applicable laws.
Justification for choosing the appointee for appointment as Independent Director	Considering his expertise and experience as mentioned above	Considering his expertise and experience as mentioned above	Not Applicable	Not Applicable

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:

I	**General Information**		
	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, 2026 is as under: (INR in Lakhs) Sales: 38,782 Profit after Tax: (81) Asset Turnover Ratio: 0.51 times Current Ratio: 1.67% Profit to Net Sales: (0.21)%
	5.	Export performance and net foreign exchange collaborations	The total export sales realised during the year ended March 31, 2026 amounts to INR 7,202 Lakhs
	6.	Foreign investments or collaborations, if any	The Company' total investment as on March 31, 2026 in its Foreign Subsidiary Companies is ₹ 19,881 Lakhs.
II	**OTHER INFORMATION**		
	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	
III	**OTHER DISCLOSURES**		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 2025-26.

INFORMATION ABOUT THE APPOINTEE

Name	Mr. Sunil Bhatt	Mr. Nehal Shah
Background details	Technology Innovation and Business Development	Having an experience of 15+ years and expertise in HR and operations
Recognition or awards	-	1. Times Now Most Promising Business Leader of Asia 2023-24 in March 24. 2. Milestone Global Icon Awards 2024 in April 2024.
Job profile and suitability	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.	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 manage the emerging challenges in the times to come, the appointment of Mr. Nehal Shah as Whole-time Director would be beneficial to the Company.
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
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	-	Relative of Mr. Nitin Shah- Executive cum Managing Director and relative of Mrs. Tejal Shah and Mr. Rohan Shah.

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

Place: Mumbai
Date: August 06, 2026

Khyati Shah
Company Secretary
A28073

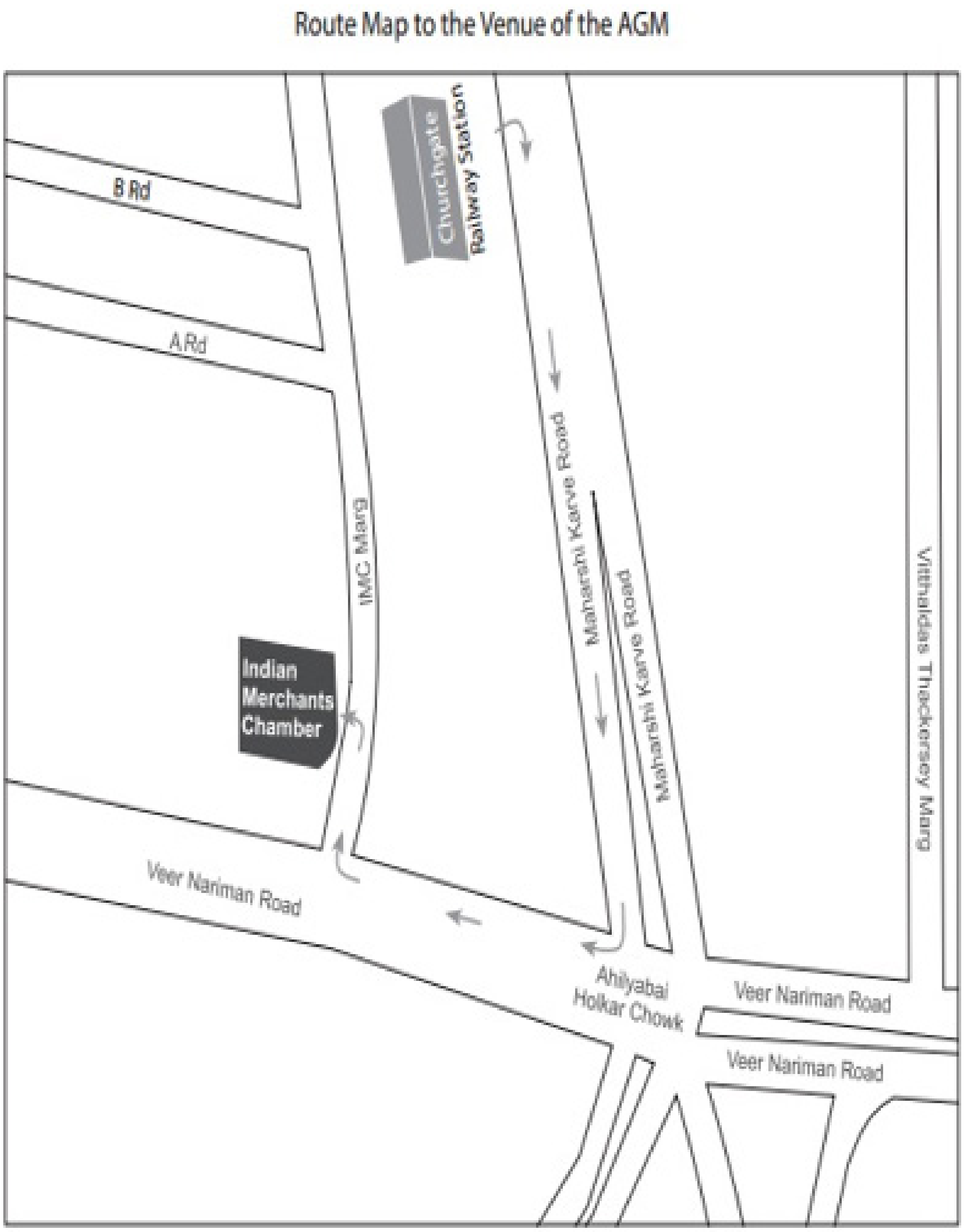
Registered Office:
808, 8th Floor, Plot No. 221/222,
Mafatlal Centre, Vidhan Bhavan Marg,
Nariman Point, Mumbai 400 021
CIN: L72200MH1995PLC085488
Website: www.allieddigital.net
Email: cs@allieddigital.net
Tel: +91 22 6681 6400
Fax: +91 22 2282 2030

DETAILS OF VENUE OF THE ANNUAL GENERAL MEETING

Address: Walchand Hirachand Hall, 4th 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, 8th Floor, Plot No. 221/222,
Mafatlal Centre, Vidhan Bhavan Marg,
Nariman Point, Mumbai 400 021
Website: www.allieddigital.net **Email:** 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 **32nd ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, September 01, 2026 at 03:00 PM at Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber Marg, Churchgate Mumbai – 400 020.

Member's Folio/DP ID/Client ID No.	Member's/Proxy's name (in Block Letters)	Member's/Proxy's Signature

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 Friday, August 28, 2026 and will end at 5.00 p.m. on Monday, August 31, 2026. 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]

32nd ANNUAL GENERAL MEETING ON SEPTEMBER 01, 2026

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 32nd Annual General Meeting of the Company to be held on Tuesday, September 01, 2026 at 03:00 PM at Walchand Hirachand Hall, 4th Floor, IMC Building, Indian Merchant Chamber 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
Ordinary Business				
1.	To consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, 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, 2026, 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, 2026.			
3.	To appoint a Director in place of Mr. Nehal Shah (DIN: 02766841), 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.	Re-appointment of Mr. Shakti Kumar Leekha (DIN: 03246804) as an Independent Director of the Company			
5.	Re-appointment of Mr. Anup Kumar Mahapatra (DIN: 08985605) as an Independent Director of the Company			
6.	Re-appointment of Mr. Sunil Bhatt (DIN: 09243963) as a Whole-Time Director, designated as an Executive Director of the Company, liable to retire by rotation, for a term of 5 (five) years effective from May 18, 2027, to May 17, 2032			
7.	Appointment of Mr. Nehal Shah (DIN:02766841) as Joint Managing Director of the Company, liable to retire by rotation, for a term of 5 (five) years effective from July 01, 2026, to June 30, 2031.			
8.	Approval of material related party transaction(s) for sale, purchase or supply of any goods or materials and availing and rendering of any services between the Company and Allied Digital Services LLC, USA for the year 2026-27			

Signed this .... day of 2026

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.