

## NOTICE TO MEMBERS

Notice is hereby given that the 30th Annual General Meeting of ADC India Communications Limited will be held on Wednesday, July 25, 2018 at 11.00 am at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bangalore – 560 001 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr.J.N.Mylaraiah (DIN 06675260), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ravi Bosco Rebello, who was appointed as an Additional Director and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

**By Order of the Board**

**R. Ganesh**  
Company Secretary

Place: Bangalore  
Date: May 23, 2018

### NOTE:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and the proxy need not be a Member of the Company.

2. The instrument appointing the Proxy must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting.
3. Members/proxies should bring the duly filled Attendance Slip to attend the meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from July 19, 2018 to July 25, 2018 (both days inclusive).
5. Dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within the specified time limit to those members whose name appear on the Register of Members as on July 18,2018.
6. For distributing dividend to the members holding shares in the electronic form through Electronic Clearing System (ECS), the Company will use the bank account details furnished by the Depository Participant(s). Members are requested to notify any change in their Bank account details to their respective Depository Participant(s).
7. Member's holding shares in physical form are requested to notify any change in their registered address and the bank account details to the Company's Registrars and Share Transfer Agents, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad-500 032.
8. As per section 124 of the Companies Act,2013 (section 205A of the erstwhile Companies Act,1956), dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account is required to be transferred to "Investor Education and Protection Fund"(IEPF) established by the Central Government. No claims can be made against the Company for the amounts of dividend so transferred to the said Fund. Pursuant to these provisions the unclaimed amount of

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dividend declared for the financial year 2009-10 have been transferred to Investor Education and Protection Fund. The dividend declared for the years thereafter and unclaimed is still lying in the respective unpaid dividend account of the Company. Shareholders, who have not yet encashed their dividend, may make their claim to the Company's Registrar & Share Transfer Agent, without any delay.

9. Notice of the 30th Annual General Meeting and the Annual Report for 2017-18 are being sent by electronic mode to all members whose emails are registered with the Depository Participant(s) unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
10. Notice of the 30th Annual General Meeting and the Annual Report for 2017-18 circulated to the Members of the Company will be made available on the Company's website [www.adckcl.com](http://www.adckcl.com) and on the website of BSE Limited where the shares of the Company have been listed.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN details to their Depository Participant (DP) in case of holding in dematerialized form and to the Company's Registrar and Share Transfer Agents in case of holdings in physical form.
14. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
15. **Voting through electronic means**
  1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015 and Clause 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing to all the members of the Company holding shares as on the cut-off date a facility to exercise their right to vote by electronic means for transacting the business at the Annual general Meeting through e-voting services provided by M/s.Karvy Computershare Private Limited.

The instructions for e-voting are as under:

    - A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]:
      - i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>.
      - ii) Enter the login credentials (i.e., User ID and password mentioned in the attendance slip of the AGM). Your Folio No/DP ID & Client ID will be your user ID.
      - iii) After entering these details appropriately, click on "LOGIN".
      - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case

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- (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the “EVENT”. Select the EVENT of ADC India Communications Limited and click on – Submit.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut- off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate Members/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send a scanned certified copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature of the duly authorized representative(s) who are authorized to vote, to the scrutinizer by an email at [sree@sreedharancs.com](mailto:sree@sreedharancs.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above-mentioned documents should be in the naming format “ADC India Communications Limited 30th Annual General Meeting”.
- B. (1) In case of Members receiving physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
- (i) User ID and initial password is provided at the bottom of the Attendance Slip.
- (ii) Please follow all steps from Sl.No. (i) to (xii) as mentioned above to cast vote.
2. In case of any queries, you may refer to the “Frequently asked Questions (FAQs)” and “e-voting user manual” available in the downloads section of Karvy’s e-voting website <http://evoting.karvy.com> or call M/s. Karvy Computershare Private Limited at phone number – 040 67161509 or 040 67161592.

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3. The e-voting period commences on **Sunday, July 22, 2018 at 09:00 A.M. and ends on Tuesday, July 24, 2018 at 5:00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date i.e., **Wednesday, July 18, 2018**, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
4. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **July 18, 2018**.
5. Members who have acquired shares after the dispatch of the Notice and holding shares as of the cut-off date may approach M/s. Karvy Computershare Private Limited for issuance of User ID and Password for exercising their right to vote by electronic means by sending email to [evoting@karvy.com](mailto:evoting@karvy.com) or call Karvy at phone number 040 67161509 or 040 67161592. However, if such Member is already registered with M/s. Karvy Computershare Private Limited for e-voting then existing User ID and Password can be used for casting their vote.
6. The Board of Directors have appointed Mr.V.Sreedharan, Partner, M/s V.Sreedharan & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
8. The Results shall be declared by the Chairman or person authorized by the Chairman and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolution(s).
9. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company ([www.adckcl.com](http://www.adckcl.com)) and on the website of Karvy (<https://evoting.karvy.com>) and communicated to the BSE Limited.

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

#### Item No.3 (Not Mandatory)

Mr.J.N.Mylaraiah is the Director of the Company. The Shareholders of the Company have at the 26th Annual General Meeting of the Company held on August 08, 2014 approved the appointment of Mr.J.N.Mylariah as the Managing Director of the Company for a period of five years with effect from April 01, 2014.

To comply with the provisions of section 152 of the Companies Act, 2013 Mr.J.N.Mylaraiah is required to retire by rotation and he would need to be re-appointed as the Managing Director of the Company to the extent that he is required to retire by rotation. This is not a re-appointment under the provision of section 196(2) of the Companies Act, 2013.

Mr. J.N. Mylaraiah holds a bachelor's degree in Mechanical Engineering and Executive General Management from Indian Institute of Management, Bangalore. He brings a wealth of experience in the areas of telecom and enterprise networks with hands on experience in Sales, Pre-Sales, Marketing and Product management. From 1996 to 2004 he worked at M/s. Network Solutions as Regional Support Head-South handling LAN services/Cisco VOIP Projects/Nortel Installation. Since 2004 he has

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held various positions of increasing responsibility in TE Connectivity India Private Ltd (Earlier known as Tyco Electronics Ltd). His last role was as Country Manager – Technical & Marketing and was supporting TE's key accounts in India.

Mr.J.N.Mylaraiah is not related to any other director of the Company. He does not hold any directorship and Committee membership of any other listed entities. He also does not hold any equity shares of the Company.

Except Mr.J.N.Mylariah, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed appointment.

The Board of Directors recommends the appointment set out in Item No.3 of the Notice for approval of the members of the Company.

### **Item No.4**

Mr. Ravi Bosco Rebello was appointed as an Additional Director in the Board Meeting held on August 04, 2017 and vacates his office at this Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and the Articles of Association of the Company. A notice under section 160 of the said Act has been received from a Member signifying his intention to propose the appointment of Mr. Ravi Bosco Rebello as a Director of the Company.

Mr. Ravi Bosco Rebello is the Head of HR for Commscope India & SAARC since 2010. Since joining Commscope in 2006, he has been instrumental in working closely with the business to achieve the organizations goals and cater to the Talent Management and acquisition needs of the organization which grew rapidly from 100+

employees to 3000+.He has been involved in leading the HR integration for the various acquisitions of Commscope and driving a performance driven culture in the organization with a highly engaged workforce. A certified facilitator on the '7 Habits of Highly Effective People', he has facilitated this leadership course for 300+ employees across the APAC region. Prior to joining Commscope, Ravi was with Zuari Industries Ltd. for eight years and was responsible for Learning and Development, Compensation and Benefits and negotiating settlements with the unions while increasing productivity and optimizing manpower. Ravi is a post graduate in management from the Goa Institute of Management and has a degree in Computer science.

Mr. Ravi Bosco Rebello is not related to any other director of the Company. He does not hold any directorship and Committee membership of any other listed entities. He also does not hold any equity shares of the Company.

Except Mr. Ravi Bosco Rebello, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed appointment.

The Board of Directors recommends the appointment set out in Item No.4 of the Notice for approval of the members of the Company.

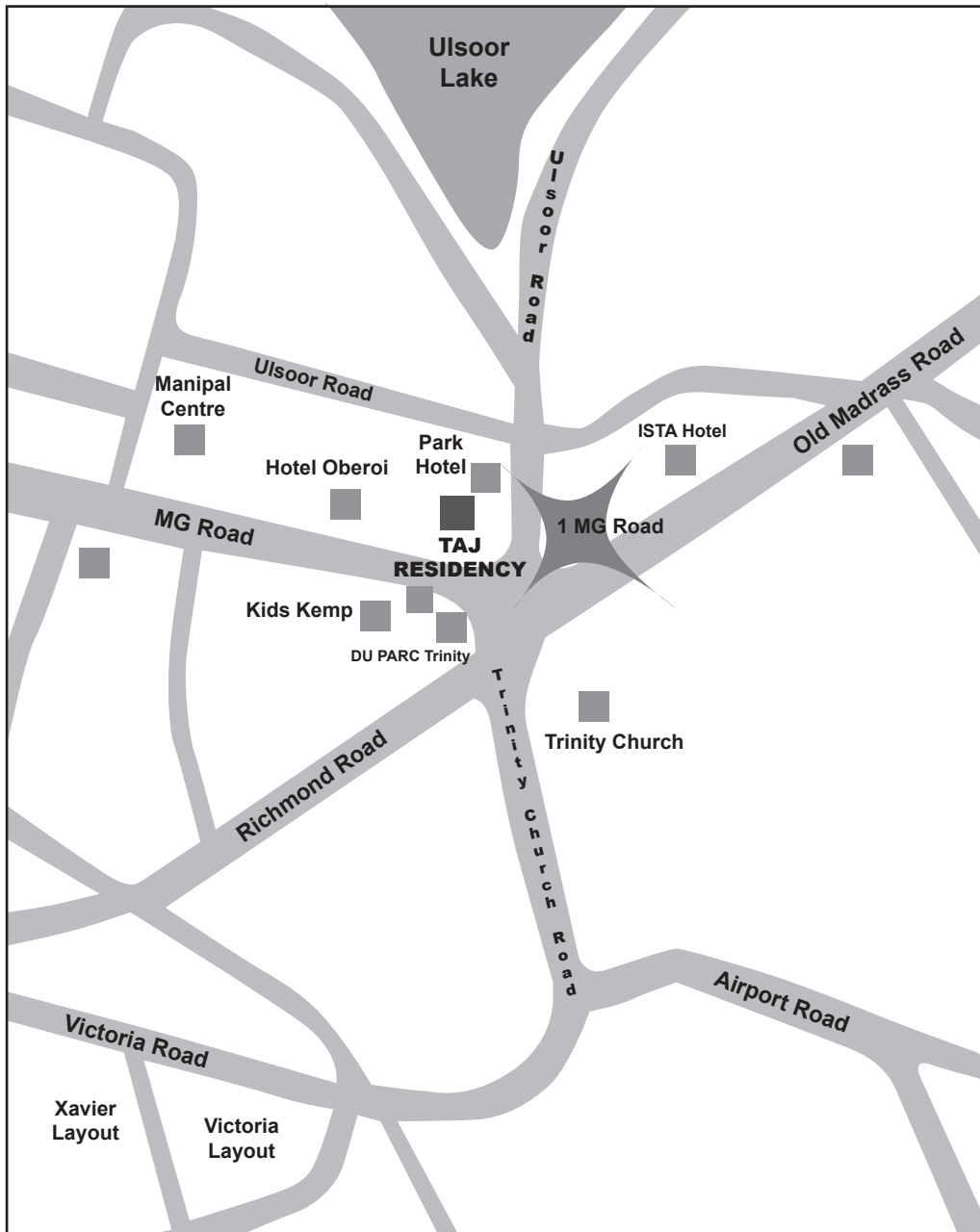
**By Order of the Board**

**R. Ganesh**  
Company Secretary

Place: Bangalore  
Date: May 23, 2018

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## Route Map for AGM Location



**ADC INDIA COMMUNICATIONS LIMITED**

CIN: L32209KA1988PLC009313

No.485/8A&8B, 14th Cross, 4th Phase, Peenya Industrial Area, Bangalore – 560058

Tel.:+91 80 28366291 Fax: +91 80 28362214 Website: www.adckcl.com

**PROXY FORM**

Name of the member(s).....

Registered Address.....

Email ID:.....

Folio No./Client Id:.....

DP ID.....

I/We, being the member(s) of ..... Shares of the above named company, hereby appoint.

1. Name.....Address.....

E-mail Id.....Signature.....or failing him.

2. Name.....Address.....

E-mail Id.....Signature.....or failing him.

3. Name.....Address.....

E-mail Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Wednesday, July 25, 2018 at 11.00 A.M. at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bangalore – 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Financial Statements for the financial year ended March 31, 2018.		
2.	Declaration of Dividend for the financial year ended March 31, 2018.		
3.	Appointment of Mr.J.N.Mylaraiah as a Director.		
<b>Special Business</b>			
4.	Appointment of Mr.Ravi Bosco Rebello as a Director		

Signed this..... Day of .....2018



\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Proxy holder

**Notes:**

1. This form of proxy 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. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 30th Annual General Meeting.
- 3\*. It is optional to put an 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.