

NOTICE TO MEMBERS

Notice is hereby given that the 31st Annual General Meeting of ADC India Communications Limited will be held on Monday, July 29, 2019 at 11.00 am at Vijaynagar Hall, Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru-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, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs.20.00 per Equity Share and to declare a Final Dividend of Rs.4.00 per Equity Share for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mr.Ravi Bosco Rebello (DIN 07868872), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors of the Company**

To appoint Auditors of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2022 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. **Re-appointment of Mr. J. N. Mylaraiah as Managing Director**

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

“RESOLVED THAT pursuant to the provisions of sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. J.N.Mylaraiah (DIN 06675260) as Managing Director of the Company for a period of five years with effect from April 01, 2019 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 (including the Nomination and Remuneration Committee of the Board of Directors) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr.J.N.Mylaraiah, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER that the consent of the Members of the Company be and is hereby accorded to the payment of remuneration to Mr.J.N.Mylaraiah, for the period from April 01, 2019 to March 31, 2022 as set out in the explanatory statement annexed to the Notice convening this meeting as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including (the Nomination and Remuneration Committee of the Board of Directors) to revise, and vary the terms and conditions of his remuneration in such manner as may be permitted under the provisions of the Companies Act, 2013 subject to the same not exceeding the limits set out in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and desirable to give effect to this resolution.”

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6. Re-appointment of Mr.S.Devarajan as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr.S.Devarajan (DIN 00878956), Independent Director of the Company who meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years from April 01, 2019 to March 31, 2024.”

7. Re-appointment of Mrs. Revathy Ashok as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mrs. Revathy Ashok (DIN 00057539), Independent Director of the Company who meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the

Company, not liable to retire by rotation and to hold office for a second term of five consecutive years from April 01,2019 to March 31, 2024.”

By Order of the Board

R. Ganesh

Company Secretary

Bangalore, May 28, 2019

Registered Office:

No.485/8A and 8B,

14th Cross, 4th Phase,

Peenya Industrial Area,

Bangalore - 560058

CIN: L32209KA1988PLC009313

Tel: +91 80 28366291

Fax: +91 80 28362214

Email: www.adckcl.com

NOTES:

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 23, 2019 to July 29, 2019 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2019 and the Annual General Meeting.
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 of as on July 22, 2019.

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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 Registrar and Share Transfer Agents, Karvy Fintech 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, 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 dividend declared for the year 2010-11 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. Members who have not yet claimed their dividend, may make their claim to the Company's Registrar & Share Transfer Agent, without any delay.
9. Notice of the 31st Annual General Meeting and the Annual Report for 2018-19 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 31st Annual General Meeting and the Annual Report for 2018-19 circulated to the Members of the Company will be made available on the Company's website 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. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
16. Voting through electronic means
 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

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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 Fintech 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 (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 with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "ADC India Communications Limited 31st 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.

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- (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 Fintech Private Limited at phone number – 040 67161509 or 040 67161592.
3. The e-voting period commences on **Friday, July 26, 2019 at 09:00 A.M. and ends on Sunday, July 28, 2019 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., **Monday, July 22, 2019**, 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 22, 2019**.
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 Fintech 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 or call Karvy at phone number 040 67161509 or 040 67161592. However, if such Member is already registered with M/s. Karvy Fintech 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) 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 AND DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No.3

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ravi Bosco Rebello, Director of the Company retires at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Mr.Ravi Bosco Rebello is a post graduate in management from the Goa Institute of Management and has a degree in Computer science.

Mr. Ravi Bosco Rebello is currently Director HR India & SAARC, Andrew Telecommunications India Private

Limited (a CommScope Company). He has been instrumental in working closely with the business to achieve the organizations goals and cater to the Talent Management needs of the organization. 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.

Mr. Ravi Bosco Rebello is not related to any other director of the Company. He is member of the Audit Committee, Nomination & Remuneration Committee and Risk Management Committee of the Board. He does not hold any equity shares of the Company.

Mr. Ravi Bosco Rebello does not hold any directorship and membership of committees of the Board of any other Public 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.3 of the Notice for approval of the Members of the Company.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

Item No.4

At the 26th Annual General Meeting of the Company held on August 08, 2014 M/s. Deloitte Haskins & Sells were appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting. Consequently, their term of appointment will expire on the conclusion of the forth coming 31st Annual General Meeting of the Company. In accordance with the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, M/s. Deloitte Haskins & Sells can be appointed as Statutory Auditors of the Company for a further term of three consecutive years.

The Board of Directors, based on the recommendation of the Audit Committee, have at their meeting held

on May 28, 2019 have re-appointed M/s Deloitte Haskins & Sells as the Statutory Auditors of the Company for a term of three consecutive years commencing from the conclusion of the 31st Annual General Meeting of the Company till the conclusion of the 34th Annual General Meeting to be held in the year 2022 subject to approval of the Members.

Deloitte Haskins & Sells have been associated with the Company at different times and in different roles since the formation of the Company. They were last appointed as Statutory Auditors of the Company at the 24th Annual General Meeting held on July 13, 2012 and continuing since then. The Company has been having a professional relationship with Deloitte Haskins & Sells. It is proposed to continue them as Statutory Auditors of the Company on an Audit Fees of Rs. 19.00 lakhs per annum with powers to the Board of Directors to revise the audit fees at such time as may be deemed appropriate.

Deloitte Haskins & Sells have submitted a written consent to the continuation as Statutory Auditors of the Company and have also confirmed that they meet the criteria for appointment specified in section 141 of the Companies Act, 2013.

The Board recommends the resolution set out in item No.4 of the Notice for the approval of the members of the Company.

Item No.5

The Board of Directors of the Company at its meeting held on February 11, 2019 has, subject to the approval of the Members, re-appointed Mr. J.N.Mylaraiah (DIN 06675260) as Managing Director of the Company for a period of five years with effect from April,01 2019 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of Directors.

It is proposed to seek Members approval for the re-appointment of and remuneration payable to Mr.J.N.Mylaraiah as Managing Director of the Company, in terms of the applicable provisions 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 has a wealth of experience in the areas of telecom and enterprise networks with hands on experience in Sales, Pre-Sales, Marketing and Product management.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Mr.J.N.Mylaraiah are as under:

- a. Term of appointment – Five years with effect from April 01, 2019.
- b. Salary, Benefits and Allowances per annum:

Particulars	Amount in Lakhs
Salary	
Basic salary	24.58
House Rent Allowance	9.83
Other Allowances	17.34
Benefits	
Provident Fund	2.95
Gratuity	1.18
Superannuation Allowance	2.46
Others	
Incentive	15.53
Total	73.87

Minimum Remuneration Limits

In the event the Company has no profits or its profits are inadequate in any financial year during the tenure of Mr.J.N.Mylaraiah, the payment of remuneration to Mr.J.N.Mylaraiah is subject to approval of Members by way of ordinary resolution at a General Meeting of the Company as per the limits set out in Section II of part II of Schedule V of the Companies Act, 2013. The limits set out in Section II of part II of Schedule V of the Companies Act, 2013 is based on the effective

capital of the Company. As per the said limit, if the effective capital of the Company is Rs.5 crores and above but less than Rs.100 crores then the yearly remuneration payable shall not exceed Rs.84 lakhs excluding certain items of remuneration. The effective capital of the Company as on end of March 31, 2019 falls within this bracket.

Accordingly, where in any financial year during the tenure of Mr.J.N.Mylaraiah as the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration for a period not exceeding three years by way salary, benefits and allowances as provided above or the maximum remuneration payable as per the limits set out in section II of Part II of Schedule V of the Companies Act, 2013.

The information as required under section II of Part II of Schedule V of the Companies Act, 2013 for Item No.5 of the Notice is given below:

I. GENERAL INFORMATION:

1. Nature of industry:

The Company is engaged in the manufacture and sale of Telecommunication and IT networking products.

2. Date or expected date of commencement of commercial production

Not applicable (the Company is an existing Company)

3. In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in prospectus

Not Applicable

4. Financial performance based on given indicators.

(Rs.in Lakhs)

Particulars	Year ended March 31,2019	Year ended March 31,2018	Year ended March 31,2017
Total Revenue	8867.97	6848.35	6472.54
Profit before Tax	867.82	586.57	633.52
Profit after Tax	586.33	353.71	388.27
Total Comprehensive Income	589.57	347.12	387.69

5. Foreign investments or collaborations, if any.

The Foreign holding in the share capital of the Company as on March 31, 2019 is as under:

Foreign holding	Number of shares	Percentage of holding
Promoter Group	3,313,037	72.02%
Non-Resident Indians	20,729	0.45%

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details.

Mr.J.N. Mylraiah holds a bachelor's degree in Mechanical Engineering and Executive General Management from Indian Institute of Management, Bangalore. He has a wealth of experience in the areas of telecom and enterprise networks with hands on experience in Sales, Pre-Sales, Marketing and Product Management.

2. Past remuneration:

Prior to March 31, 2019 Mr.J.N.Mylaraiah's total annual remuneration was Rs.70.19 lakhs including allowances and benefits

3. Recognition or awards.

None

4. Job profile and his suitability.

As Managing Director, Mr. J.N.Mylaraiah performs such duties and exercise such powers as are entrusted to him from time to time by the Board of Directors of the Company. In view of Mr.J.N.Mylaraiah's rich and vast experience in the fields in which the Company is engaged, he is competent to discharge the functions and tasks associated with his position as Managing Director of the Company.

5. Remuneration proposed.

The remuneration proposed to Mr.J.N.Mylaraiah is as set out in the Explanatory Statement of the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration payable to Mr.J.N.Mylaraiah is in line with the industry standard and commensurate with the requirement and profile of his office.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr.J.N.Mylaraiah does not have any pecuniary relationship, directly or indirectly with the company, its Directors, Key Managerial Personnel and/or their relatives.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits.

In the Enterprise network market, pressure on profitability continues with greater competition across the market segment with lower price realization. The Telecom front continues to grapple with fewer orders and pressure on margins in the market place with declining profitability.

2. Steps taken or proposed to be taken for improvement

The market overall is expected to improve in the medium term driven by demand in Infrastructure projects, Defense sector, E-commerce, Digital India and Smart city initiatives. Further the Company do see continues growth in Fiber Business over copper due to multifold increase in Bandwidth requirements, with denser wireless & deeper fiber deployments across all infrastructure projects and the Company should be able to favorably participate in the areas of its strength within each Opportunity as the market activities picks up.

3. Expected increase in productivity and profits in measurable terms.

The expected growth in the medium term driven by Government investment in infrastructure projects coupled with demand in sectors like Banking & Finance, Manufacturing, Defense and healthcare & hospitality and in Fiber business over copper due to large infrastructure corridors, national fiber optic network, Digital India and Smart City initiatives would help the Company to improve the productivity and margins.

IV. DISCLOSURES:

The elements of remuneration and other details have been disclosed in the Report on Corporate Governance forming part of the Annual Report.

Mr. J.N.Mylaraiah is not related to any other director of the Company. He is member of the Stakeholders Relationship Committee and the Corporate Social Responsibility (CSR) Committee of the Board. He does not hold any equity shares of the Company.

Mr.Mylaraiah does not hold any directorship and membership of committees of the Board of any other Listed Company.

Except Shri J.N.Mylaraiah, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution.

The Board recommends the resolution set out in item No.5 of the Notice for the approval of the Members of the Company.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No.6

Mr. S. Devarajan was appointment as an Independent Director of the company for a term of five years ending on March 31, 2019 (“first term”). The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, have at their meeting held on February 11, 2019 re-appointed Mr.S.Devarajan as an Independent Director of the Company for a second term of five consecutive years from April 01, 2019 to March 31, 2024.

It is proposed to seek Members’ approval for the re-appointment of Mr.S.Devarajan as an Independent Director of the Company.

Mr.S.Devarajan graduated from the Indian Institute of Technology, Kharagpur in 1978

Elxsi Limited During his tenure, he played a pivotal role in making it one of the successful IT companies of the Tata group. Well known in the Indian IT industry, Mr.S.Devarajan is the past President of the Manufacturers Association for Information Technology (MAIT) and Executive Council Member of Confederation of Indian Industries (CII) in Southern India. Mr. Devarajan was a Charter Member of TIE, Bangalore and a past member of the IT Hardware task force and IT Vision Task Force set up by the Chief Minister of Karnataka. Mr.S.Devarajan currently runs his own Strategy Consulting firm – Transmation Consulting for providing High Technology Companies a single window platform to accelerate and transform their business strategies; to optimize operational efficiency and fuel expansion & growth.

Mr.S.Devarajan is not related to any other director of the Company. He is the Chairperson of the Stakeholders Relationship Committee and the Risk Management Committee and Member of the Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board. He does not hold any equity shares of the Company.

Details of other Public Companies in which Mr.S.Devarajan holds directorship and membership of Board Committees (includes only Audit Committee and Stakeholders Relationship Committee) are as follows:

Directorships of other Boards of Public Companies	Membership of Committees of other Boards of Public Companies
Prime Focus Limited	a. Audit Committee b. Stakeholders Relationship Committee
Neilsoft Limited	Audit Committee
Prime Focus Technologies Limited	Audit Committee
Tata Sky Limited	Nil

Mr.S. Devarajan was the Managing Director of Cisco Systems in India till June 2007. An industry veteran with 40 years of experience in the IT sector. Mr.S.Devarajan managed Cisco’s largest R&D Centre established outside USA. He also advised and assisted in the setting up of the Cisco Development Centre in China. Prior to joining Cisco, Mr. Devarajan was the Managing Director of Tata

Mr.S.Devarajan has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013.The Board of Directors of the Company, after reviewing the provisions of the Act, are of the opinion that Mr.S.Devarajan fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be re-appointed as an Independent Director

pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company are also of the opinion that Mr.S.Devarajan is independent of the Management of the Company.

The Board considers that, given his background and experience and contributions made by him during his tenure, Mr.S.Devarajan's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. In terms of provisions of section 149(13) of the Companies Act, 2013, Mr.S.Devarajan is not liable to retire by rotation.

Except Mr.S.Devarajan, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

The Board recommends the resolution set out in item No.6 of the Notice for the approval of the Members of the Company.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

Item No.7

Mrs.Revathy Ashok's was appointment as an Independent Director of the company for a term of five years ending on March 31,2019("first term"). The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, have at their meeting held on February 11, 2019 re-appointed Mrs.Revathy Ashok as an Independent

Director of the company for a second term of five years from April 01, 2019 to March 31, 2024.

It is proposed to seek Members' approval for the re-appointment of Mrs.Revathy Ashok as an Independent Director of the Company.

Mrs. Revathy Ashok is a gold medalist from the Indian Institute of Management, Bangalore.

Mrs. Revathy Ashok has had a successful leadership experience of over three decades spanning variety of industries – Private Equity, Software & IT enabled services, manufacturing, infrastructure & real estate etc. in Senior Management positions handling wide variety of portfolios, namely Capital Raising, Business Development, Finance, Commercial and other strategic general management functions. She has worked in companies like Tishman Speyer India, Syntel, Tyco Electronics etc. She has been a speaker at several industrial forums including guest lectures at the Indian Institute of Management and other colleges.

Mrs.Revathy Ashok is not related to any other director of the Company. She is the Chairperson of the Audit Committee & Nomination and Remuneration Committee and Corporate Social Responsibility Committee and Member of the Stakeholders Relationship Committee and Risk Management Committee of the Board. She does not hold any equity shares of the Company.

Details of other Public Companies in which Mrs. Revathy Ashok holds directorship and membership of Board Committees (includes only Audit Committee and Stakeholders Relationship Committee) are as follows:

Directorships of other Boards of Public Companies	Membership of Committees of other Boards of Public Companies
Quess Corp Limited	a. Audit Committee b. Stakeholders Relationship Committee
Astrazeneca Pharma India Limited	a. Audit Committee b. Stakeholders Relationship Committee
Welspun Corp Limited	Nil
Microland Limited	Nil
Sansera Engineering Limited	Nil
Welspun Global Brands Limited	Nil
Shell MRPL Aviation and Fuels Services Limited	Audit Committee
Welspun Tradings Limited	Nil

Mrs.Revathy Ashok has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. The Board of Directors of the Company, after reviewing the provisions of the Act, are of the opinion that Mrs.Revathy Ashok fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be re-appointed as an Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company are also of the opinion that Mrs.Revathy Ashok is independent of the Management of the Company.

The Board considers that, given her background and experience and contributions made by her during her tenure, Mrs.Revathy Ashok's continued association would be of immense benefit to the Company and it is desirable to continue to avail her services of as an Independent Director. In terms of provisions of section 149(13) of the Companies Act, 2013, Mrs.Revathy Ashok is not liable to retire by rotation.

Except Mrs.Revathy Ashok, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in item No.7 for the approval of the members of the Company.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

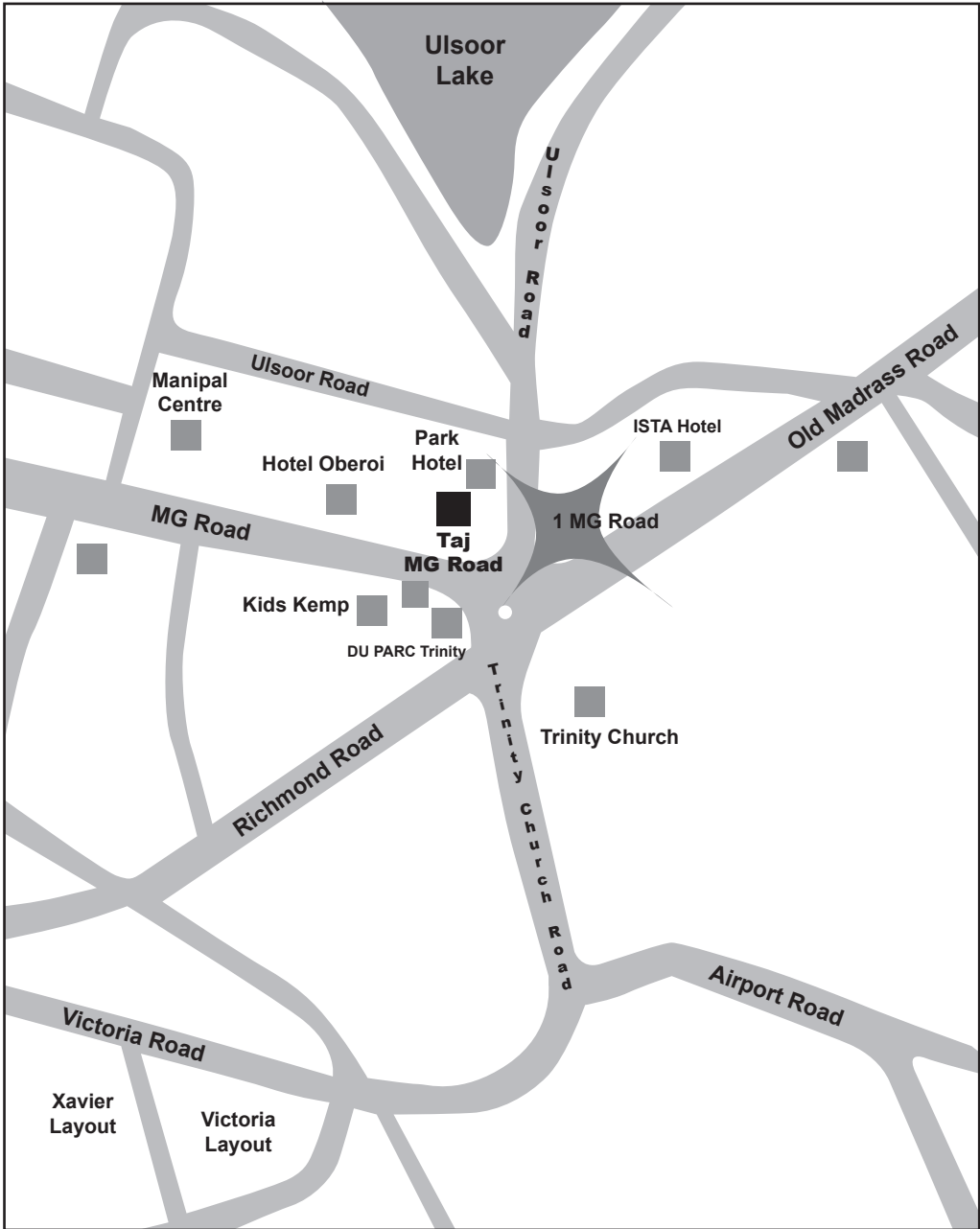
By Order of the Board

R. Ganesh
Company Secretary

Bangalore, May 28, 2019

Registered Office:
No.485/8A and 8B,
14th Cross, 4th Phase,
Peenya Industrial Area,
Bangalore - 560058
CIN: L32209KA1988PLC009313
Tel: +91 80 28366291
Fax: +91 80 28362214
Email: www.adckcl.com

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 31st Annual General Meeting of the company, to be held on Monday, July 29, 2019 at 11.00 A.M. at Vijaynagar Hall, Taj MG Road, 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
Ordinary Business			
1.	Adoption of Financial Statements for the financial year ended March 31, 2019.		
2.	Confirmation of payment of Interim Dividend and Declaration of Final Dividend for the financial year ended March 31, 2019.		
3.	Appointment of Mr.Ravi Bosco Rebello as a Director.		
4.	Appointment of Statutory Auditors of the Company		
Special Business			
5.	Re-appointment of Mr.J.N.Mylaraiah as Managing Director		
6.	Re-appointment of Mr.S.Devarajan as an Independent Director		
7.	Re-appointment of Mrs. Revathy Ashok as an Independent Director		

Signed this..... Day of2019

Affix
Revenue
Stamp

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 31st 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.

NOTES

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NOTES

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