



## FORM No. MGT-13

### REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Sub (2) of Rule 21 of  
the Companies (Management and Administration) Rules, 2014]

To

The Chairman of the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of  
“ADC India Communications Limited” held on Monday, July 29, 2019 at  
Vijaynagar Hall, Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru - 560001  
at 11.00 A.M.

Sir,

I, V.Sreedharan, Partner of V.Sreedharan and Associates, Company Secretaries,  
Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the  
Companies Act, 2013 read with Rule 20 of the Companies (Management and  
Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing  
Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provision of Section 108  
of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014 and pursuant to Regulation 44  
of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,  
2015.



- (ii) Voting by poll (Ballot papers) taken at the Annual General Meeting.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Thirty-first Annual General Meeting of the Equity Shareholders dated Tuesday, May 28, 2019. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system and by poll (Ballot papers) provided by Karvy Fintech Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at the general meeting by poll (Ballot papers) at the venue of the AGM.

**We submit our report as under:**

**A. Relating to E-Voting:**

1. The remote E-Voting period remained open from 9.00 A.M on Friday, July 26, 2019 up to 5.00 P.M on Sunday, July 28, 2019.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.



**B. Relating to voting by Poll:**

**Ballot papers**

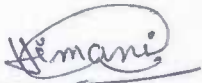
1. After the time fixed for closing of the poll by the Chairman, the ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was no polling paper which was incomplete or found defective.

**C. Result of E-Voting and Poll is as under:**

1. The voting rights were reckoned as on July 22, 2019, being the Cut-off date for the purpose of deciding the entitlements of members to vote at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the e-voting event and poll was unblocked on July 29, 2019 at 11.54 A.M. in presence of two witnesses, namely Ms. Himani Maheshwari residing at No 49/2, 8th Main, 11th Cross, Wilson Garden, Bangalore - 560027 and Ms. Laavanya.S.H residing at No. 134, 5<sup>th</sup> Main Road, Gopal Krishna Adiga Road, Hanumanthnagar, Bangalore-560019 who are not in the employment of the Company.



They have signed below in confirmation of the event being unblocked in their presence:

  
(Himani Maheshwari)

  
(Laavanya.S.H)

3. Thereafter, the details of equity shareholders, who voted “For” or “Against” was extracted from the polling papers and the list of equity shareholders who voted “For” or “Against” were downloaded from the E-Voting website of Karvy Fintech Private Limited <https://evoting.karvy.com>.

4. The combined result of remote e-voting and poll is as under: -

a) **RESOLUTION 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.

(i) **Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	8	58	66
Number of votes cast by them	3315919	6623	3322542
% of Total Number of valid votes cast	100	100	100



(ii) Voted **against** the resolution - Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	8	8
Number of votes cast by them	Nil	287	287

**b) RESOLUTION 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.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	8	58	66
Number of votes cast by them	3315919	6623	3322542
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution - Nil



(iii) **Invalid Votes**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	8	8
Number of votes cast by them	Nil	287	287

c) **RESOLUTION 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.

(i) **Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	8	57	65
Number of votes cast by them	3315919	6622	3322541
% of Total Number of valid votes cast	100	100	100

(ii) **Voted against the resolution - Nil**



(iii) **Invalid Votes**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	9	9
Number of votes cast by them	Nil	288	288

d) **RESOLUTION 4**

Appointment of Statutory Auditors of the Company.

(i) **Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	8	56	64
Number of votes cast by them	3315919	6605	3322524
% of Total Number of valid votes cast	100	100	100

(ii) **Voted against the resolution - Nil**



(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	10	10
Number of votes cast by them	Nil	305	305

e) RESOLUTION 5

Re-appointment of Mr. J. N. Mylaraiah as Managing Director of the Company.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	7	58	65
Number of votes cast by them	3313159	6623	3319782
% of Total Number of valid votes cast	99.92	100	99.92





(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	Nil	1
Number of votes cast by them	2760	Nil	2760
% of Total Number of valid votes cast	0.08	Nil	0.08

(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	8	8
Number of votes cast by them	Nil	287	287

f) RESOLUTION 6

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



(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	6	58	64
Number of votes cast by them	3313158	6623	3319781
% of Total Number of valid votes cast	99.92	100	99.92

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	Nil	2
Number of votes cast by them	2761	Nil	2761
% of Total Number of valid votes cast	0.08	Nil	0.08

(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	8	8
Number of votes cast by them	Nil	287	287



**g) RESOLUTION 7**

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

**(i) Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	6	52	58
Number of votes cast by them	3313158	990	3314148
% of Total Number of valid votes cast	100	100	100

**(ii) Voted against the resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	Nil	1
Number of votes cast by them	1	Nil	1
% of Total Number of valid votes cast	0	Nil	0

**(iii) Invalid Votes**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	14	14



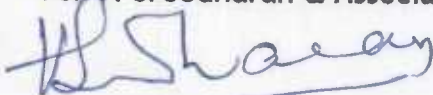
Number of votes cast by them	Nil	5920	5920
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5. A list of Equity shareholders who voted "FOR" or "AGAINST" the resolutions (Both through Remote E-voting and Poll at the AGM) has been handed over to the Company Secretary.
6. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



(V. Sreedharan)

Partner

FCS 2347; CP No. 833



Place: Bengaluru

Dated: July 30, 2019