



ADC/2019-20/AGM/ Voting Results

July 30, 2019

Department of Corporate Services Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001

Dear Sir/Madam

Sub: 31st Annual General Meeting - Voting Results

Ref: Scrip Code: 523411

As required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results of the 31st Annual General Meeting of the Company held on July 29, 2019 along with the Scrutinizer's report. Please note that all the resolutions as set out in the Notice of the 31st Annual General Meeting have been duly approved by the requisite majority.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For ADC India Communications Limited

R and. L

R. Ganesh Company Secretary

> ADC India Communications Limited # 485/8A & 8B, 14^h Cross, 4^h Phase, P.B. No. 5812, Peenya Industrial Area, Bangalore - 560058 I Tel +91 80 28366291/28367220 | Fax +91 80 28366102 | www.adc.com/in New Delhi | Mumbai | Chennal | Hyderabad | Pune

Date of the AGM			6102/02/1						
Table arriver of store dates on mand date	Tecard Gate		4544						
or of Services prose in the		And you							
Make:	12		2 93						
No. or Symmetry activity the method prover valo un- Promaters and Promise Group: Public		640	Har Augustan						6.4
Reschool required (Ordinary/Special)	sciar)	Residence 1 Creaser	Address of the few	A PARTICIPACTOR OF DA PA	NE COOL MERCIN 31, 2019 &	nd the reports of the	broken 1. Orbitary, Angeon of the finances seconds by the year and Nerch 31, 2019 and the reputs of the Board of Decemps and Autions therean	Lover	
Whethe promoter/promoter (PDue) in the Promoter (PDue) in the Promoter of the Promoter (PDue) in the Promoter (PDu		No							
100	Nede of Vettag	No. of shares		2.1	No. of votes - In Errour	No. of victas - apalest	the of wates in favour an	The of motion significant on system potenti	c
	1	(8)	(2)	er-((1)/(c))=(c)	(8)	3	(9)	() () () () () () () () ()	IC
Promised and Promoter Daup	Pol		DOLLEL D	0 In Internet			. 0		
	Postal Ballot d'applicable!		0	0	0				00
	[-Volang	180671815	200165						0
	Mal			-	0				0
	Postal Ballot(# applicable)	009			0 0				0
Net the testan	FVDA		282	0.22	2882		0 0000	-	000
	Pol		6423						00
	Trail	1222001							0000
Tabl		OUTDA	33250	ELT I	2552.251		0 100.00		
Rent required:[Ordelary/Special]	(int) 0 and	Readon 2-Orthan	r. Continuation of our	ment of tramm Dividend	and Declaration of Rhall Dr	vidend for the financial	leaverse 2.0 White's Confinence of comments of traine Divisions and Deckerson of Real Division for the financial view andex March 31,2019 No		Π
eranded in the spendahresolution?									
					In Ground	againe		era Jte)/(s))-(s)	5
and the second party	[-Vang		1311087	20000			1000		0
	Pool Inductif and which						0 0		0 0
	Tetal	1313037	13130	1000	10011 02		0 300.60		0
MAK- Includes	E-Voting				0				010
	Possel Ballocol anohradia			0	0		- 10		0
	Total	480							0
New Your Party and	E-leting		2002	0.23			0 00000 0000000000000000000000000000000		990
	Podel (taliot)/ applicable)						-		9
Total	Total		1322542	ELT 1	1322560		000001 00		80
The second se	(M)	Condian 3-Ordner	Y. According to the	Contribution 1-Ordenty Association of the Road Roads at a Danger					
Mere presidente gas M		2							
Capt -	Made of Voding	No.of shares	No.of votes	the of voting polled on		No. of votes	An of votes is favour on	the of solvers against on	
		1	period	Coldan-Grog shares (3)= [(2)/(1)]=100		Applement of the last		votes police (7) - ((2)) - (7)	
Prends and Prends One	E-Vang	127	19061	20000	2				0
	Pol			0	0			_	0
	Fotol to toopy application	331,3037					0 200 000	-	0
Public mathematica	E-Voting								0
	Poll				0				00
	2192	9							0
Net Aur Industrie	E-Vody		2882	2 0.22	2002		00001 0		0
			6621						0
	3	(BABICI)	N056	0.74	056		0		0

R. Lours .

lesolution required: (Ordinary/Spe			inary: Ap	pointment of Statutory	Auditors of the Company		_			
Whether promoter/promoter group	are	No								
nterested in the agenda/resolution	07									
ategory	Node of Voting	No.of shares held		No.of votes polled	% of votes polied on outstanding shares (3)=[(2)/(1)]*100 [3]	No. of votes in favour (4)		No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting	197		3313037	100.00	3313	1037		100.00	
	Pol	-		0	0		0		-	
	Postal Balloti if applicable	-		0	0		0			
	Total	-	3313037	3313037	100.00	3313	037		100.00	
ublic - Institutions	E-Voling			0			0			
	Poll	-		0			0			
	Postal Ballot(if applicable)			0	-		0) ×	
	Total	3	480	0			0			
Ablic Non Institutions	E-Voting		-	2882	0.22	2	2882		100.00	(
	Poll			6605	0.51	(605		100.00	
	Postal Ballot(if applicable)	-		0			0			
	Total	-	1285483	9487	0.74	9	487		100.00	0
latal			4600000	3322524	72.23	332	2524	1	0 100.00	
		1					-			
Resolution required : (Ordinary/Spi	ecial)	Resolution 5-On	Minary: Re	-appointment of Mr.J.	N.Mylaraiah as Managing	Director	-		Contraction of the second	
Whether promoter/promoter grou		No					-			
interested in the agenda/resolutio										
Category	Mode of Voting	No.of shares held		No.of votes polled	% of votes polied on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)		No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
	Te start	(1)	_	3313037	(3)	331	1027		100.00	
romoter and Promoter group	E-Voting	-		3313037			037			1
	Poll	-					0			
	Postal Ballot(if englicable)	-		0			_		100.00	
	Total		3313037		1	551:	3037			
ublic - Institutions	E-Voting			0			0		0	
	Poil			0			0			
	Postal Ballot(if applicable)			0			0		-	
	Total		480				0			
Aublic -Non Institutions	E-Voting			2882			122			95
	Poll			6623		1	5623		0 100.00	
	Postal Ballet(if applicable)						0		0	in the second
	Total		1286483	9505	0.74		5745			2
Total			4500000	3322542	72.23	331	9782	276	99.92	0
		1999								
Resolution required:(Ordinary/Spi	echal)	Resolution 6-Sp	eðal :Re-	appointment of Mr.S.C	evarajan as an Independe	Int Director				A REAL PROPERTY OF A READ PROPERTY OF A REAL PROPER
Whether promoter/promoter grou		No	-			Contraction of the local division of the loc				
interested in the agenda/resolution										
Category	Mode of Voting	No.of shares held		No.of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes in favour (4)		No. of votes against (5)	% of votes in favour on votes polled (6]={(4)/(2)}*100 (6)	% of votes against on votes polled (7)={(5)/(2)}*100 (7)
Promoter and Promoter group	E-Voting			3313037	100.00	331	3037		0 100.00	
	Poll			(0		0	
	Postai Ballottif apolicable)						0		0	
	Total		331303				3037		0 100.00	
Aublic - Institutions	E.Votine				-		0		0	
Contract	Poll				- 10	1.000	0		0	
	Postal Ballot(if applicable)					-	0		0	
	Total	-	6.8				0		0	
			6.31	258			121			9
Public -Nan Institutions	E-Voong	-					6623		0 100.00	
	Poll	-		662			_		0 -	1
	Postal Ballot(if applicable)	-					0			2
	Total		128648				6744 9781			
Total			460000							

R. Laur. L

Resolution required: (Ordinary/Sp	ecial)	Resolution 7-Spe	cial :Re-a	ppointment of Mrs.Rev	athy Ashok as an Indepen	ndent Director			
Whether promoter/promoter grou interested in the agenda/resolution		No							
Category	Mode of Voting	No.of shares held		No.of votes polled	% of votes polled on outstanding shares (3)={(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour of votes polied (6)=[(4)/(2))*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(2)		(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting			3313037	100.00	3313037		0 100.00	0
	Pol			0	0	0		0	0
	Postal Ballot(if applicable)			. 0	0	0		0	0
	Total		3313037	3313037	100.00	3313037	7	0 100.00	0
Public - Institutions	E-Voting			0		0		0	0
	PoA	-		0	•	0		0	0
	Postal Ballot(if applicable)			0		0		0	0
	Total	-	480	0		0		0	0
Public -Non Institutions	E-Voting		-	122	0.01	-121		11 99.18	
	Pol			990	80.0	990		0 100.00	0
	Postal Ballot(if applicable)			0		0		0	0
	Total		1286483	1112	0.09	1111		1 99.91	
Total		-	4600000	3314149	72.05	3314148	8	1 100.00	0.00

R. Laur-2

V SREEDHARAN AND ASSOCIATES

Company Secretaries

No. 32/33, 1st and 2st Floor, GNR Complex, 8th Cross, Wilson Garden, Bengaluru 560 027 ↓+91 80 222 90 394 ■ compliance@sreedharancs.com



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 31st 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.

Page 1 of 12



(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.



Page 2 of 12

B. Relating to voting by Poll:

Ballot papers

- 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:
 - 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, 5th Main Road, Gopal Krishna Adiga Road, Hanumanthnagar, Bangalore-560019 who are not in the employment of the Company.



Page 3 of 12

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



Page 4 of 12

- (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



Page 5 of 12

(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 reappointment.

(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



Page 6 of 12

(iii) Invalid Votes

	Remote E-	Voting by	Total
	voting	Poll	
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



Page 7 of 12

(iii) Invalid Votes

	Remote E- voti ng	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**

W

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



Page 8 of 12

(ii) Voted against the resolution

	Remote E-	Voting by	Total
	voting	Poll	
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.



Page 9 of 12

⁽i) Voted in favour of Resolution

	Remote E-	Voting by	Total
	voting	Poll	
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 by	Total
	voting	Poll	
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

Page 10 of 12



g) **RESOLUTION 7**

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

	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

(i) Voted in favour of Resolution

(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	Nil	14	14
proxy)			

Page 11 of 12



Number	of	votes	cast	by	Nil	5920	5920
them							

- 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 evoting 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



Page 12 of 12