



ADC/2020-21/AGM/ Voting Results

August 28, 2020

**Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001**

Dear Sir/Madam,

Sub: 32nd Annual General Meeting – Voting Results & Scrutinizers Report

Ref: Scrip Code: 523411

We wish to inform you that the 32nd Annual General Meeting of the Company was held on Thursday, August 27, 2020 through video conferencing and the business mentioned in the Notice dated July 3, 2020 was transacted.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's report pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The voting results and the Scrutinizer's Report are also made available on the Company's website at www.adckcl.com.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For ADC India Communications Limited

R. Ganesh

**R. Ganesh
Company Secretary**

ADC India Communications Limited
CIN : L32209KA1988PLC009313

Regd Office & Factory : No. 10C, 2nd Phase, 1st Main, P.B. No. 5812 Peenya Industrial Area,
Bangalore - 560 058. Tel : + 91 80 2839 6102 / 2839 6291,
E-mail : support@adckcl.com, Website : www.adckcl.com

	ADC India Communications Limited
Date of the AGM/EGM	27-08-2020
Total number of shareholders on record date	4467
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	31

Resolution No.	1							
Resolution required:(Ordinary/Special)	Ordinary - Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	3313037	100.00	3313037	0	100.00	0
	Poll		0	0	0	0	-	0
	Postal Ballot(if applicable)		0	0	0	0	-	0
	Total		3313037	3313037	100.00	3313037	0	100.00
Public - Institutions	E-Voting	480	0	-	0	0	-	0
	Poll		0	-	0	0	-	0
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		480	0	-	0	0	-
Public -Non Institutions	E-Voting	1286483	707	0.05	707	0	100.00	0.00
	Poll		1378	0.11	1373	5	99.64	0.36
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		1286483	2085	0.16	2080	5	99.76
Total		4600000	3315122	72.07	3315117	5	100.00	0.00

Resolution No.	2							
Resolution required:(Ordinary/Special)	Ordinary - Declaration of Dividend of Rs.2.00 per Equity Share for the financial year ended March 31, 2020.							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	3313037	100.00	3313037	0	100.00	0
	Poll		0	0	0	0	-	0
	Postal Ballot(if applicable)		0	0	0	0	-	0
	Total		3313037	3313037	100.00	3313037	0	100.00
Public - Institutions	E-Voting	480	0	-	0	0	-	0
	Poll		0	-	0	0	-	0
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		480	0	-	0	0	-
Public -Non Institutions	E-Voting	1286483	707	0.05	707	0	100.00	0.00
	Poll		1378	0.11	1378	0	100.00	0
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		1286483	2085	0.16	2085	0	100.00
Total		4600000	3315122	72.07	3315122	0	100.00	-

Resolution No.	3							
Resolution required:(Ordinary/Special)	Ordinary - Appointment of Mr.Ravi Bosco Rebello as a Director							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	3313037	100.00	3313037	0	100.00	0
	Poll		0	0	0	0	-	0
	Postal Ballot(if applicable)		0	0	0	0	-	0
	Total		3313037	3313037	100.00	3313037	0	100.00
Public - Institutions	E-Voting	480	0	-	0	0	-	0
	Poll		0	-	0	0	-	0
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		480	0	-	0	0	-
Public -Non Institutions	E-Voting	1286483	707	0.05	707	0	100.00	0.00
	Poll		1378	0.11	1373	5	99.64	0.36
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		1286483	2085	0.16	2080	5	99.76
Total		4600000	3315122	72.07	3315117	5	100.00	0.00



Resolution No.	4							
Resolution required: (Ordinary/Special)	Approval of Material Related Party Transactions entered in Financial Year 2019-20							
Whether promoter/promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	0	-	0	0	-	0
	Poll		0	0	0	0	-	0
	Postal Ballot(if applicable)		0	0	0	0	-	0
	Total		0	-	0	0	-	0
Public - Institutions	E-Voting	480	0	-	0	0	-	0
	Poll		0	-	0	0	-	0
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		0	-	0	0	-	0
Public -Non Institutions	E-Voting	1286483	707	0.05	699	8	98.87	1.13
	Poll		1378	0.11	1373	5	99.64	0.36
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		1286483	2085	0.16	2072	13	99.38
Total		4600000	2085	0.05	2072	13	99.38	0.62

Resolution No.	5							
Resolution required: (Ordinary/Special)	Ordinary - Approval Related Party Transactions in Financial Year 2020-21 and Subsequent Financial Years							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	0	-	0	0	-	0
	Poll		0	0	0	0	-	0
	Postal Ballot(if applicable)		0	0	0	0	-	0
	Total		0	-	0	0	-	0
Public - Institutions	E-Voting	480	0	-	0	0	-	0
	Poll		0	-	0	0	-	0
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		0	-	0	0	-	0
Public -Non Institutions	E-Voting	1286483	707	0.05	699	8	98.87	1.13
	Poll		1378	0.11	1373	5	99.64	0.36
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		1286483	2085	0.16	2072	13	99.38
Total		4600000	2085	0.05	2072	13	99.38	0.62





Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To

The Chairman of the Thirty Second Annual General Meeting (AGM) of the Equity Shareholders of “ADC INDIA COMMUNICATIONS LIMITED” held on Thursday, August 27, 2020 at 11:00 A.M.(IST) through Video Conferencing (VC).

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 provisions 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 through electronic voting system (“Instapoll”) at the AGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and Circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Thirty Second Annual General Meeting of the Equity Shareholders dated July 03, 2020. 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" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Private Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

We submit our report as under:

1. The remote E-Voting period remained open from Sunday, August 23, 2020 (9:00 A.M. IST) up to Wednesday, August 26, 2020 (5:00 P.M. IST) both days inclusive.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to MCA Circular No.20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

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3. The voting rights were reckoned as on Thursday, August 20, 2020 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on August 27, 2020 at 12.44 P.M. IST in the presence of two witnesses.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by KFin Technologies Private Limited.
6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Private Limited had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by KFin Technologies Private Limited e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) **RESOLUTION 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	12	3	15
Number of votes cast by them	33,13,744	1,373	33,15,117
% of Total Number of valid votes cast	100	99.64	100

(ii) **Voted against the resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	0	1	1
Number of votes cast by them	0	5	5
% of Total Number of valid votes cast	0	0.36	0

(iii) **Invalid Votes - Not Applicable**

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	12	3	15
Number of votes cast by them	33,13,744	1,373	33,15,117
% of Total Number of valid votes cast	100	99.64	100

(ii) **Voted against** the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	0	1	1
Number of votes cast by them	0	5	5
% of Total Number of valid votes cast	0	0.36	0

(iii) **Invalid Votes - Not Applicable**

d) **RESOLUTION 4**

Approval of Material Related Party Transactions entered in Financial Year 2019-20.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	9	3	12
Number of votes cast by them	699	1,373	2,072
% of Total Number of valid votes cast	98.87	99.64	99.38

(ii) **Voted against** the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	1	1	2
Number of votes cast by them	8	5	13
% of Total Number of valid votes cast	1.13	0.36	0.62

(iii) **Invalid Votes -Not Applicable**

e) **RESOLUTION 5**

Approval of Material Related Party Transactions in Financial Year 2020-21 and subsequent Financial Years.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	9	3	12
Number of votes cast by them	699	1,373	2,072
% of Total Number of valid votes cast	98.87	99.64	99.38

(ii) **Voted against** the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	1	1	2
Number of votes cast by them	8	5	13
% of Total Number of valid votes cast	1.13	0.36	0.62

(iii) **Invalid Votes -Not Applicable**

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8. A list of Equity shareholders who voted “FOR”, “AGAINST” the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.

9. 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

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HAN
SREEDHARAN

Digitally signed by VISHWANATH
SREEDHARAN
DN: cn=VISHWANATH SREEDHARAN, o=VISHWANATH SREEDHARAN, ou=VISHWANATH SREEDHARAN, email=vishwanath.sreedharan@vishwanath.com, c=IN

(V Sreedharan)

Partner

FCS 2347; CP No. 833

Bengaluru

August 28, 2020

UDIN number F002347B000622637