

ADC INDIA COMMUNICATIONS LIMITED

CIN: L32209KA1988PLC009313

Registered Office: 10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bangalore – 560 058
Tel: 91 80 28396102 / 28396291, Email: support@adckcl.com, Website: www.adckcl.com

NOTICE TO MEMBERS

Notice is hereby given that the THIRTY THIRD ANNUAL GENERAL MEETING of the Members of ADC India Communications Limited will be held on Friday, July 30, 2021 at 11.00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) 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, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend of Rs.2.50 per Equity Share for the financial year ended March 31, 2021.
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.

SPECIAL BUSINESS:

4. **Appointment of Ms. Vijaya Latha Reddy as an Independent Director**

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-re-enactment(s) thereof, for the time being in force), Ms. Vijaya Latha Reddy, (DIN 06778078), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors effective September 16, 2020 in terms of Section 161 of the Act and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a

term of five consecutive years from September 16, 2020 to September 15, 2025.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Appointment of Ms. Yaman Roy as a Director**

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 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-re-enactment(s) thereof, for the time being in force), Ms. Yaman Roy (DIN: 07341809), who was appointed as an Additional Director of the Company with effect from September 16, 2020 and who holds office till the date of this Annual General Meeting in terms of section 161 of the Act and whose appointment as a Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For ADC India Communications Limited**

R. Ganesh
Company Secretary

Place : Bangalore
Date : May 24, 2021

NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular No.02/2021 dated January 13, 2021 read with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Company has availed the services of KFin Technologies Private Limited (KFintech), Registrar and Transfer Agent of the Company, as the authorised agency for conducting of the AGM through VC/OAVM and providing e-voting facility. The detailed instructions for attending the AGM through VC/OAVM, for remote e-voting and for e-voting at the AGM are given in Notes 23 to 25 of this Notice.
3. In compliance with the MCA Circulars and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Notice of the 33rd AGM along with the Annual Report for the year 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants. Members may note that the Notice and the Annual Report 2020-21 will also be available on the Company's website at www.adckcl.com, website of BSE Limited, where the shares of the Company have been listed, at www.bseindia.com and on the website of KFintech at <https://evoting.kfintech.com>.
4. A statement pursuant to section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, which is considered unavoidable by the Board of Directors of the Company, is annexed hereto.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for this AGM.
6. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under section 103 of the Act.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 24, 2021 to Friday, July 30, 2021 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend for the financial year ended March 31, 2021.
9. Subject to approval of the Members at the AGM, the dividend will be paid within the time limit specified under the Act, to the Members whose names appear on the Company's Register of Member as at the end of business hours on Friday, July 23, 2021, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants/ demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

To avoid delay in receiving the dividend and to receive the dividend directly into their bank account on the payout date, Members are requested to register their complete Bank details:

- a. with their Depository Participant(s) with whom they maintain their demat accounts, if the shares are held in dematerialized mode, by submitting the documents as may be required by the Depository Participant(s) and
 - b. with KFintech, if shares are held in physical mode, by submitting scanned copy of the signed request letter containing Member's name, folio number, Bank account number, Bank and Branch Name and address, MICR number, IFSC Code and self-attested copy of PAN card and cancelled cheque leaf by e-mail to einward.ris@kfintech.com.
10. Members may note that dividends not encashed or 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, under section 124 of the Act, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
- Accordingly, the Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2012-13 to the Investor Education and Protection Fund. The Company has also transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more. Details of shares so far transferred to the IEPF Authority are available on the website of the Company at www.adckcl.com and on the website of the IEPF Authority at www.iepf.gov.in. No claims shall lie against the Company in respect of dividend/shares so transferred.
- Members whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an online application to IEPF Authority in web Form No. IEPF-5 available on the website www.iepf.gov.in. The Member can file only one consolidated claim in a Financial Year as per the IEPF Rules.
11. Unclaimed/unpaid dividend for the financial year 2013-14, will fall due for transfer to the IEPF Authority on September 14, 2021. Members who have so far not encashed their dividend demand drafts from the financial year 2013-14 onwards are requested to contact the Company's Registrar and Transfer Agent-KFintech to claim the unpaid/unclaimed dividends. The details of unclaimed dividends lying with the Company are available on the Company's website at www.adckcl.com.
 12. Members are requested to intimate, indicating their Folio number, the changes, if any, in their registered address to KFintech in case shares are held in physical mode and to their Depository Participant(s) in case the shares are held in dematerialized mode.
 13. To support the Green Initiatives, the Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses with their Depository Participants in case shares are held by them in dematerialized mode and with the Company's Registrar and Transfer Agent-KFintech in case the shares are held by them in physical mode for receiving all communication from the Company/Registrar and Transfer Agent electronically.
 14. As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination may register the same by submitting Form No.SH-13 to their Depository Participant(s) in case shares are held by them in dematerialized mode and to Company's Registrar and Transfer Agent-KFintech, in case the shares are held in physical mode.
 15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized mode with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical mode are requested to consider converting their holdings to dematerialized mode. The Members who are desirous to convert their physical holdings to dematerialized mode, may contact the Depository Participant of their choice.
 16. Members are requested to address all correspondence, including dividend related matters to Company's Registrar and Transfer Agent-KFin Technologies Private Limited, unit

ADC India Communications Limited, Selenium Tower B, Plot No.31&32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500 032 or write to them at their e-mail id: einward.ris@kfintech.com.

17. Pursuant to Finance Act 2020, dividend income is taxable in the hands of Members with effect from April 01,2020 and the Company is required to deduct tax at source (TDS) from the amount of dividend paid to Members at the prescribed rates. For resident shareholders having PAN, the rate of tax will be 10% and for the resident shareholders not having a PAN, the tax shall be deducted at higher rate of 20%. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2021-22 does not exceed Rs. 5,000 and in cases where Members provide Form No. 15G/15H. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for Members providing Form No.15G/15H or any other document as mentioned above.

Non-resident shareholders can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. tax treaty between India and their country of residence. Non-resident shareholders are required to provide details on applicability of beneficial tax rates and provide following documents:

- Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the Member
- Copy of Tax Residency Certificate [TRC] for FY 2021-22 obtained from the revenue authorities of country of tax residence duly attested by the Member
- Self-Declaration in Form 10-F
- No-PE [permanent establishment] certificate
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities

The Members/shareholders are required to provide the above documents by sending an e-mail to einward.ris@kfintech.com on or before Thursday, July 15, 2021.

18. 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(s) in case of holding

in dematerialized mode and to Company's Registrar and Transfer Agent-KFintech in case of holdings in physical mode.

19. Institutional / Corporate Members intending to authorize their representatives to participate in the AGM through VC and vote either through remote e-voting or voting during the AGM are requested to send a certified copy of the Board Resolution/Authorisation Letter to the Scrutinizer by email to sree@sreedharancs.com with a copy marked to evoting@kfintech.com.
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Act, and other documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to support@adckcl.com.
21. The relevant details, pursuant to Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are provided in the annexure to this Notice.
22. Since the AGM will be held through VC/OAVM, the Route Map of the venue of the Meeting, Attendance Slip and Proxy Form are not attached to this Notice.

23. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM

- i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFin Technologies Private Limited (KFintech). Members may access the VC/OAVM platform at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the e-mail received from KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting.
- ii. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice.

- iii. Facility of joining the AGM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Facility of joining the AGM shall be closed on expiry of 15 minutes from the scheduled time of the AGM.
 - iv. Members are encouraged to join the AGM through Laptops/ Desktops using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 for better experience and smooth participation.
 - v. Members will be required to grant access to the webcam to enable two-way video conferencing and use internet with good speed to avoid any disturbance during the meeting.
 - vi. Members connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - vii. **Post your Question:** Members who would like to express their views or ask questions prior to the AGM may log into <https://emeetings.kfintech.com> using e-voting credentials provided in the e-mail received from KFinTech and click on “Post your Questions”. Thereafter, the Members may post their queries/views/questions in the window provided therein by mentioning their name, demat account number/folio number, e-mail id and mobile number. **“Post Your Questions” option will open on Monday, July 26, 2021 at 9:00 a.m. and close on Wednesday, July 28, 2021 at 5:00 p.m.**
 - viii. **Speaker Registration:** Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by logging on to <https://emeetings.kfintech.com> using e-voting credentials provided in the e-mail received from KFinTech and clicking on the ‘Speaker Registration’ tab available on the screen after log in. **The Speaker Registration will open on Monday, July 26, 2021 at 9:00 a.m. and close on Wednesday, July 28, 2021 at 5:00 p.m.** Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
 - ix. A video guide assisting the Members attending the AGM either as a speaker or participant is available for quick reference at URL <https://cruat04.kfintech.com/emeetings/video/howitworks.aspx>
 - x. Facility of joining AGM through VC/OAVM shall be available for 2000 Members on first come first served basis. However, Members holding 2% or more shares, promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors and Scrutinizers are allowed to attend the AGM without any restrictions.
 - xi. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
 - xii. Members who need assistance before or during the AGM may contact Ms. Sheetal Doba, Manager – Corporate Registry, KFin Technologies Private Limited at 040-67161509 or call Toll Free No. 1800 309 4001 or send an e-mail request to Sheetal.doba@kfintech.com or einward.ris@kfintech.com and evoting@kfintech.com.
- 24. INSTRUCTIONS FOR REMOTE E-VOTING**
- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Entities, the Members are provided with the facility to cast their votes electronically, through the e-voting services provided by KFin Technologies Private Limited (KFinTech), on all resolutions set forth in this Notice.
 - ii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, e-Voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with Depositories and Depository Participants in order to increase the efficiency of the

voting process. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access the e-voting facility.

- iii. The remote e-voting period commences on **Monday, July 26, 2021 at 9:00 a.m. IST and ends on Thursday, July 29, 2021 at 5:00 p.m. (IST)**. During this period, the Members of the Company holding shares in either physical mode or in dematerialized mode, as on the cut-off date i.e., **Friday, July 23, 2021**, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by KFintech for voting thereafter.
- iv. Once the vote on a resolution is cast by the Member through remote e-voting, the Member shall not be allowed to change it subsequently or cast the vote again.
- v. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. **July 23, 2021**.
- vi. Any person holding shares in physical mode and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after

sending of the Notice of AGM and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.

- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice of AGM and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting for Individual shareholders holding securities in demat mode".

- viii. The details of the process and manner for remote e-Voting are mentioned below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding securities in demat mode.

Step 2: Access to KFintech e-voting system in case of shareholders holding securities in physical mode and non-individual shareholders holding securities in demat mode.

Step 1: Login method for remote e-Voting for individual shareholders holding securities in demat mode:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". iv. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWebIdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point 1 above.

Type of Shareholders	Login Method
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsd.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. v. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow steps given in point 1 above. <p>3. Alternatively by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ul style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. iii. Click on options available against company name or e-Voting service provider–Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Step 2: Login method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. Members have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password mentioned in the mail). In case of physical folio, User ID will be EVEN number (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting your vote.

- 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 login 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. 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 EVEN. Select the EVEN of ADC India Communications Limited AGM 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 i.e., Friday, July 23, 2021 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 on the cut-off date. You may also choose the option “ABSTAIN”. If the Member 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 of the folios/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 cast their vote on all the resolutions.
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of the AGM and Annual Report could not be serviced, will have to follow the following process:
- i. Members may temporarily get their email address and mobile number registered with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

Members are requested to follow the process as guided to capture the email address and mobile number for sending the Notice of the AGM and Annual Report 2020-21 along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, Member may send an e-mail request to KFintech at the e-mail id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM and the Annual Report 2020-21.
- iii. After receiving the Notice of the AGM, please follow all steps as mentioned in A above to cast your vote by electronic means.
 - iv. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the “Help” & “FAQs” Sections and e-voting user manual for Shareholders available at the downloads section of KFintech Website at <https://evoting.kfintech.com> or contact KFintech at toll free No. 1800 309 4001 or write to them at einward.ris@kfintech.com or evoting@kfintech.com for any further clarifications.
- 25. INSTRUCTIONS FOR E-VOTING AT THE AGM**
- i. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
 - ii. E-voting during the AGM is integrated with the VC/OAVM Platform and no separate login is required for the same.
 - iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they shall not be allowed to cast their votes again during the AGM.
 - iv. The e-voting “Thumb” sign on the left side of the video conferencing screen shall become activated on the instructions of the Chairman of the AGM during the AGM proceedings. Members can then click on the same and they will be taken to the “Instapoll” page for casting their votes. On clicking the “Instapoll” icon, Members will reach the Resolutions page. Please follow the instructions given and vote on the Resolutions.
- 26. GENERAL INSTRUCTIONS FOR MEMBERS**
- a. The Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, July 23, 2021**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

b. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintain by the Depositories as on Friday, June 25, 2021 have been considered for sending the Notice of the AGM and Annual Report 2020-21. Any person who becomes a Member of the Company subsequently and who holds shares as on the cut-off date i.e. **July 23, 2021** may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio number or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD<SPACE>IN12345612345678

Example for CDSL:
MYEPWD<SPACE>1402345612345678

Example for Physical:
MYEPWD<SPACE>XXXX1234567890

ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a new password.

c. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. remote e-voting and voting at the Meeting, voting done through remote e-voting shall prevail and vote cast at the Meeting shall be treated as invalid.

d. The Board of Directors has appointed Mr.V.Sreedharan, Practicing Company Secretary, Partner of M/s V Sreedharan and Associates, Company Secretaries, Bengaluru (FCS 2347;CP833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260;CP 7835) or Ms. Devika Sathyanarayana, Practicing Company Secretary, Bengaluru (ACS 16617;CP 1724) Partners of M/s V Sreedharan and Associates, Company Secretaries, as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

e. The scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and the votes casted through remote e-voting), within two working days of the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to BSE Limited and will also be displayed on the website of the Company www.adckcl.com and on the website of KFinTech at <https://evoting.kfintech.com>.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

Ms. Vijaya Latha Reddy was appointed as an Additional Director in the capacity of Independent Director in the Board Meeting held on September 16, 2020 for a term of five years with effect from September 16, 2020, subject to the approval of the Members of the Company. A notice under section 160 of the said Act has been received from a Member proposing the candidature of Ms. Vijaya Latha Reddy for the office of Independent Director of the Company.

Ms. Reddy is the former Deputy National Security Adviser of India. Ms. Reddy was responsible for cybersecurity and other critical internal and external security issues. She is currently the Co-Chair of the Global Commission on the Stability of Cyberspace. She previously served as a Commissioner on the Global Commission on Internet Governance.

Ms. Reddy served in the Indian Foreign Service from 1975-2011. During her diplomatic career she served in Lisbon, Washington D.C., Kathmandu, Brasilia, Durban, Vienna and Bangkok. She served as Ambassador of India to Portugal (2004-2006) and to Thailand (2007-2009). She was Secretary (East) in the Ministry of External Affairs in Delhi (2010-2011) with overall charge of India's bilateral and regional relations with Asia. She was then appointed as India's Deputy National Security Advisor in the Prime Minister's Office from 2011-2013.

Ms. Reddy has extensive experience in foreign policy, and in bilateral, regional and multilateral negotiations. In addition, she has expertise on security and strategic issues and has worked on strategic technology policies, particularly on cyber issues relating to cyber security policy, international cyber cooperation and Internet governance.

Ms. Reddy is involved with several organizations and think-tanks, both globally and in India. She is currently, among other positions, serving as a Distinguished Fellow in the East West Institute in the US, the Observer Research Foundation in India, and the Centre for International Governance Innovation in Canada.

Ms. Reddy has given a declaration to the Board that she meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. The Company has also received Ms. Reddy's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

The Board of Directors is of the opinion that Ms. Reddy fulfills the conditions specified in the Act and the Rules made thereunder for her appointment as an Independent Director of the Company. The Board of Directors is also of the opinion that Ms. Reddy is independent of the Management of the Company.

The Board of Directors is of the opinion that Ms. Reddy's vast knowledge and varied experience will be of great value to the Company and it would be in the interest of the Company to appoint her as an Independent Director for a period of five consecutive years with effect from September 16, 2020. In terms of provisions of section 149(13) of the Companies Act, 2013, Ms. Reddy is not liable to retire by rotation.

Copy of letter of appointment of Ms. Reddy setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect of Ms. Reddy pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is given in Annexure to this Notice.

Except Ms. Reddy, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

The Board of Directors recommends the Resolution in relation to appointment of Ms. Reddy as an Independent Director of the Company, set out in Item No.4 of the Notice for approval of the Members of the Company.

Item No.5

Ms. Yaman Roy was appointed as an Additional Director in the Board Meeting held on September 16, 2020 and vacates her 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 proposing the candidature of Ms. Yaman Roy for the office of Director of the Company.

Ms. Yaman Roy is an alumnus of the prestigious National University of Juridical Sciences (NUJS) one of the premier national law schools of the country. She was awarded the VR Krishna Iyer Gold medal for criminal law by the Chief Justice of India Justice YV Sabharwal. She has over 15 years of experience across manufacturing and services Sectors in various multinationals including a stint in the public sector.

Ms. Yaman Roy has been working as the Regional Corporate Attorney for Compliance for APAC in CommScope India Private Limited (formerly known as Andrew Telecommunications Private Limited) since October 2014.

The Board of Directors is of the opinion that Ms. Yaman Roy's vast knowledge and varied experience will be of great value to the Company and it would be in the interest of the Company to appoint her as a Director of the Company.

Additional information in respect of Ms. Yaman Roy pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is given in Annexure to this Notice.

Except Ms. Yaman Roy, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the Resolution set out at Item No.5 of the Notice.

The Board of Directors recommends the Resolution in relation to appointment of Ms. Yaman Roy as a Director of the Company, liable to retire by rotation, set out in Item No.5 of the Notice for approval of the Members of the Company.

**By Order of the Board of Directors
For ADC India Communications Limited**

R. Ganesh
Company Secretary

Place : Bangalore
Date : May 24, 2021

ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

Name of Director	Ravi Bosco Rebello	Vijaya Latha Reddy	Yaman Roy
DIN	07868872	06778078	07341809
Date of Birth	September 23, 1975	April 05, 1951	January 31, 1981
Age (in years)	45	69	40
Date of Appointment on the Board	August 04, 2017	September 16, 2020	September 16, 2020
Qualifications	BSC in Computer Science and Post Graduate Diploma in Management from Goa Institute of Management	M.A. in English	BSC and LLB Honours from National University of Juridical Sciences
Expertise in specific functional area	Human Resource, Talent Development	Information Technology, General Management	Legal, Compliance
Directorship held in other Public Companies	Nil	Nil	Nil
Chairmanship/ Membership of committees of other public companies*	Nil	Nil	Nil
Number of Board Meetings attended during the year	8 of 8	3 of 3	3 of 3
Relationship between Directors inter-se	None	None	None
Remuneration Paid (including Sitting Fees)	Rs.2.85 lakhs	Not Applicable	Not Applicable
Number of shares held in the Company as of March 31, 2021	Nil	Nil	Nil

*Committee Membership includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Company.