



ADC/2020-21/24A

May 21, 2021

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

Dear Sir/Madam

**Sub: Annual Secretarial Compliance Report for the financial year ended
March 31, 2021**

Ref: Scrip Code: 523411

Dear Sir/Madam

In compliance of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report for the year ended March 31, 2021 is enclosed.

Please take the above on your record.

Thanking you,

Yours faithfully,
For ADC India Communications Limited

**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
Email: support@adckcl.com Website: www.adckcl.com**



Secretarial compliance report of ADC India Communications Limited for the year ended March 31, 2021

We have examined:

- (a) all the documents and records made available to us and explanation provided by ADC India Communications Limited (“the listed entity”);
- (b) the filings/ submissions made by the listed entity to the stock exchange;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2021 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period);**

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the review Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit Period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the Audit Period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except that:

Pursuant to Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors shall comprise of minimum of six Directors w.e.f. April 01, 2020. The Company has delayed in increasing the number of Directors to Six on the Board of the Company. Subsequently, the Company has complied with the said Regulation by appointing the Directors on the Board of the Company from September 16, 2020.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.


(c) There was no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder except the following:

The Stock Exchange has levied fine on the Company for non-compliance with the requirements pertaining to composition of the Board as required under Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, subsequently the Stock Exchange has waived off the fine levied on the Company.

(d) The listed entity was not required to take any actions as there was no observations made by the Practicing Company Secretary (Secretarial Auditors) in previous reports.

For V Sreedharan and Associates

DEVIKA
SATHYAN
ARAYANA



Digitally signed by DEVIKA
SATHYANARAYANA
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Date: 2021.05.10 16:16:00 +05'30'

(Devika Sathyanarayana)
Partner
ACS: 16617; CP No.17024

Place: Bengaluru
Date: May 10, 2021

UDIN: A016617C000269254