



ADC/2021-22/Postal Ballot/2
September 06, 2021

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

Dear Sir/Madam

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code: 523411

Further to our intimation dated August 25, 2021 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the Members of the Company for Material Related Party Transactions.

Pursuant to the provisions of Section 110 read with section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No.10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, September 03, 2021 ("Cut-off date") and whose email addresses are registered with KFin Technologies Private Limited, Registrar and Transfer Agent of the Company or the Depository Participant(s). As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their email addresses. Therefore, those Members who have not yet registered their email addresses are requested to register their email addresses by following the procedure set out in the notes to the Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Private Limited to provide remote e-voting facility to its Members. The remote e-voting shall commence on **Tuesday, September 07, 2021 at 9:00 A.M. (IST) and end on Wednesday, October 6, 2021 at 5.00 P.M. (IST)**. The results of postal ballot will be declared on or before Friday, October 08, 2021

The Postal Ballot Notice shall also be made available on the website of the Company (www.adckcl.com).

The above is for your information and 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,
E-mail : support@adckcl.com, Website : www.adckcl.com



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

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (“the **Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”) for, inter-alia, conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 (the “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard-2 (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolution appended below is proposed for approval of the Members of ADC India Communications Limited (the “**Company**”) through postal ballot by way of remote e-voting process (“**remote e-voting**”) only.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring Members approval, other than items of ordinary business or business where any person has a right to be heard, through mechanism of postal ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

As per the MCA Circulars, the Company is sending Postal Ballot Notice (the “**Notice**”) only by email to all its Members who have registered their email addresses with KFin Technologies Private Limited, Registrar and Transfer Agent of the Company or with depository participants and the communication of assent/dissent of the Members on the resolution proposed in the Notice will only take place through the remote e-voting process. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars.

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice.

SPECIAL BUSINESS

Approval of Material Related Party Transactions with CommScope India Private Limited

To consider, and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) as amended from time to time, the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements/transactions with CommScope India Private Limited, a related party within the meaning of section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations, for purchase of goods and materials, in the ordinary course of business and at arm’s length, for a sum not exceeding Rs.7200 lakhs per annum for the financial year 2021-22 and each subsequent financial years.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to the Managing Director, Chief Financial Officer, Company Secretary or any other Officer(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

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

Date: August 24, 2021
Place: Bangalore

R. Ganesh
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Act setting out the material facts and the reasons for the proposed resolution is annexed hereto and forms part of the Notice.
2. As per section 108, 110 and other applicable provisions of the Act read with the Rules, Cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday, September 03, 2021 ("Cut-off date").
3. In accordance with the MCA Circulars, the Notice with the instructions regarding remote e-voting is being sent only by email to all those Members, whose email addresses are registered with KFin Technologies Private Limited, the Registrar and Transfer Agent of the Company ("**KFintech**")/Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on the Cut-off date.
4. Members may note that the Notice will also be available on the website of the Company (www.adckcl.com), on the website of KFintech (<https://evoting.kfintech.com>) and on the website of BSE Limited (www.bseindia.com).
5. In accordance with the provisions of the MCA Circulars, Members can vote only through remote e-voting process. Physical Copy of the Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
6. The voting rights of the Members shall be in proportion of their shareholding to the total paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast his / her vote through remote e-voting. A person who ceases to be a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
7. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Members are provided with the e-voting facility to cast their votes electronically. The Company has engaged the services of KFintech as the agency to provide e-voting facility. The instructions for remote e-voting are provided at Note 14 of the Notice.

8. The remote e-voting period shall commence on **Tuesday, September 07, 2021 at 9:00 A.M. (IST) and end on Wednesday, October 6, 2021 at 5.00 P.M. (IST)**. During this period, Members of the Company (including those Members who may not have received this Notice due to non- registration of their email address with KFintech/Depositories/Depository Participants) holding shares either in physical form or dematerialized form as on the Cut-off date, may cast their vote electronically, in respect of the resolution as set out in the Notice only through the remote e-voting. The remote e-voting module shall be disabled by KFintech for voting thereafter.
9. During the remote e-voting period, Members can login at e-voting platform any number of times till they have voted on the resolution. Once the vote on the resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
10. The Board of Directors of the Company has appointed Mr. V.Sreedharan/ Ms. Devika Sathyanarayana/ Mr. Pradeep B. Kulkarni, partners of V Sreedharan and Associates, Practicing Company secretaries as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period to the Chairman of the Company or any other person authorised by him. The results of the Postal Ballot will be announced on or before **Friday, October 8, 2021**. The results of the Postal Ballot along with the Scrutinizer Report will be displayed on the website of the Company at www.adckcl.com, on the website of KFintech at <https://evoting.kfintech.com> and shall be communicated to BSE Limited where the equity shares of the Company are listed.
12. The resolution, if approved by the requisite majority of the Members by means of Postal Ballot (i.e. remote e-voting) shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. Wednesday, October 06, 2021.
13. Members who have not yet registered their e-mail addresses are requested to get their email addresses registered with KFintech by sending a request to KFintech through email at einward.ris@kfintech.com or write to Ms. Sheetal Doba at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad -500 032 or call on 1800-309-4001. Members holding Shares in demat mode are requested to register their e-mail addresses with their Depository Participants only.
14. **Instructions for remote e-voting are as below:**

The manner of remote e-voting by (A) individual Members holding shares of the Company in demat mode, (B) Members (other than individuals holding shares of the Company in demat mode) and Members holding shares of the Company in physical mode, and (C) Members who have not registered their email address are provided herein below:

A. Instructions for Remote e-voting by individual Members holding shares of the Company in demat mode

As per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, all individual Members holding shares of the Company in demat mode can cast their vote, by way of a single login credentials through their demat accounts/websites of Depositories/Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access the e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participants, is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol 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> <ol 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. <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.nsdl.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.
Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>2. User not registered for Easi/Easiest</p> <ul 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> <ul 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.
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

B. Instructions for Remote e-voting by Members other than individual Members holding shares of the Company in demat mode and Members holding shares of the Company in physical mode.

- A. Members whose email IDs are registered with KFintech / 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 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. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - x. 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.

C. Members whose email IDs are not registered with the KFintech/Depository Participants(s), and consequently the Postal Ballot Notice 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/postal ballot/registration.aspx](https://ris.kfintech.com/clientservices/postal%20ballot/registration.aspx). Members are requested to follow the process as guided to capture the email address

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- and mobile number for sending the soft copy of the Postal Ballot Notice along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.
- ii. Alternatively, Member may send an email request to KFintech at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email 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 Postal Ballot Notice and the remote e-voting instructions.
 - iii. After receiving the Postal Ballot Notice and the remote e-voting instructions, please follow all steps as mentioned above to cast your vote by electronic means.
15. Corporate/Institutional Members (i.e. Other than individuals, HUF, NRI etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc. authorizing their representative to vote on their behalf. The said Board Resolution/Authority Letter should be sent electronically through their registered email address to the Scrutinizer at sree@sreedharancs.com with a copy marked to evoting@kfintech.com. Alternatively, the aforesaid documents can directly be uploaded in the e-voting module, while casting the vote. The scanned image of the above-mentioned documents should be in the naming format "ADC India Communications Limited – Postal Ballot".
16. All documents referred to in the Notice and Explanatory Statement will be available electronically for inspection by the Members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect such documents can send an email to support@adckcl.com.
17. In case of any query or grievance pertaining to remote e-voting, Members may refer to the "Help" & "FAQs" Sections and e-voting user manual for Members 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 evoting@kfintech.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Regulation 23(4) of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) specify that all material related party transaction shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. As per the explanation provided in Regulation 23(1) of SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

CommScope India Private Limited is a related party within the meaning of section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI Listing Regulations.

The Company has entered into/would be entering into Contract/ arrangements/ transactions for purchase of goods and materials with CommScope India Private Limited in the ordinary course of business and are at arm's length basis in the financial year 2021-22 and in each subsequent financial years which would be of material in nature as these transactions are likely to exceed ten percent of the turnover of the Company for the previous financial year. Therefore, in terms of Regulation 23(4) of the SEBI Listing Regulations, the material transactions or arrangements with CommScope India Private Limited requires approval of the Members of the Company by way of an ordinary resolution.

The Members of the Company at the 32nd Annual General Meeting held on August 27, 2020, have given their consent for the Company to enter contracts / arrangements / transactions for purchase of goods from CommScope India Private Limited and payment of sales commission to CommScope India Private Limited, in

the ordinary course of business and at arm's length for a sum not exceeding Rs.4600 lakhs per annum for the financial year 2020-21 and each subsequent financial years.

With the Covid-19 pandemic getting to normalcy; your Company sees improvement in the business environment and envisages that this trend would continue in the future years, with demand for bandwidth increasing. With this the Company seek the consent of the Members of the Company for an enhanced limit for transactions with CommScope India Private Limited for the financial year 2021-22 and each subsequent financial years.

Accordingly, the consent of the Members of the Company is sought to enter into contracts/arrangements/ transactions for purchase of goods and materials from CommScope India Private Limited in the ordinary course of business and at arm's length for a sum not exceeding Rs.7200 lakhs per annum for the financial year 2021-22 and each subsequent financial years.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company.

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

Date: August 24, 2021
Place: Bangalore

R. Ganesh
Company Secretary