

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 FOURTH ANNUAL GENERAL MEETING of the Members of ADC India Communications Limited will be held on Friday, July 29, 2022 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, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of Rs. 4.00 per equity share and a one-time special dividend of Rs.10.00 per equity share for the financial year ended March 31, 2022.
3. To appoint a Director in place of Ms.Yaman Roy (DIN 07341809)), who retires by rotation and being eligible, offers herself for re-appointment.
4. 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s. SRBC & CO LLP, Chartered Accountants (Firms Registration No.324982E/E300003), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firms Registration No. 008072S) for a term of five consecutive years commencing from the conclusion of 34th Annual General Meeting of the Company till the conclusion of the 39th Annual General Meeting of the Company at such remuneration plus reimbursement of out of pocket expenses and applicable taxes, as recommended by the Audit Committee and approved by the Board of Directors of the Company from time to time.”

SPECIAL BUSINESS:

5. 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 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and is hereby accorded for the payment of remuneration to Mr.J.N.Mylaraiah (DIN 06675260), Managing Director, as set out in the Explanatory Statement, for the period April 01, 2022 to March 31, 2024, which shall in no case exceed the limits specified in Section II of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, allowances and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director.

RESOLVED FURTHER THAT save and except as aforesaid, the Ordinary Resolution approved and passed by the Members at the 31st Annual General Meeting held on July 29, 2019 with respect to the appointment of Mr. J.N.Mylaraiah, as Managing Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/or revise the remuneration of Mr. J.N.Mylaraiah within the limits permissible under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

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

Place : Bangalore
Date : May 27, 2022

R. Ganesh
Company Secretary

NOTES:

1. Pursuant to General Circular Nos.20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (“MCA”) and circular number. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold the Annual General Meeting (AGM) through video conference (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Company has availed the services of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company, for conducting of the AGM through VC/OAVM and for providing e-voting facility.
3. In compliance with the Circulars, Notice of the 34th AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Company’s Registrar and Share Transfer Agent / Depository Participants. Members may note that the Notice and the Annual Report for the financial year 2021-22 will also be available on the Company’s website at www.adckcl.com, website of BSE Limited at www.bseindia.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/public/Downloads.aspx>.

In view of the exemptions provided, no physical or hard copy of the Notice of the AGM and the Annual Report for the financial year 2021-22 will be sent to Members who have not registered their email address with the Company/Company’s Registrar and Share Transfer Agent/Depository Participant(s).

4. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No.5 of the Notice is annexed hereto. Special Business as appearing in Item No.5 of the Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.

5. 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 the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the Members will not be available for this AGM.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the 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 23, 2022 to Friday, July 29, 2022 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend for the financial year ended March 31, 2022.
9. Subject to approval of the Members at the AGM, the dividend will be paid within the time limit specified under the Act, to those Members whose names appear on the Register of Members of the Company or the Register of Beneficial Owners maintained by the Depositories as on Friday, July 22, 2022.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Cheques/ 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 the Company’s Register and Share Transfer Agent, KFin Technologies Limited, 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 2013-14 and the Interim dividend declared for the financial year 2014-15 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 final dividend declared for the financial year 2014-15, will fall due for transfer to the IEPF Authority on August 02, 2022. Members who have so far not encashed their dividend demand drafts from the financial year 2014-15 (Final Dividend) onwards are requested to contact the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to claim the 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, bank account details, email addresses etc., to Company's Registrar and Share Transfer Agent, KFin Technologies Limited 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 email addresses are requested to register their email addresses with their Depository Participants in case shares are held by them in dematerialized mode and with the Company's Registrar and Transfer Agent, KFin Technologies Limited 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- KFin Technologies Limited, in case the shares are held in physical mode.
15. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission, Transposition etc.). Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, 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 Share Transfer Agent, KFin Technologies 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. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act 2020, mandates that dividend paid or distributed by a company on or after April 01, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at

source (TDS) at the time of making payment of dividend at the prescribed rates. For resident Members having PAN, the rate of tax will be 10% and for the resident Members not having a PAN, the tax shall be deducted at higher rate of 20%. As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to members who is classified as "Specified Persons" as defined under the provisions of the aforesaid Section.

However, no tax shall be deducted on the dividend payable to a resident individual Member if the total dividend to be received by them during the financial year 2022-23 does not exceed Rs.5,000 and also in cases where Members provide Form 15G/15H. Resident members may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

Non-resident Members can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e., tax treaty between India and country of residence of the Members, if they are more beneficial to them. For the purpose of availing the benefits under the DTAA, non-resident members are required to provide the 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 for the financial year 2022-23 obtained from the revenue or tax authorities of the country of tax residence duly attested by the Member.
- Self-declaration in Form 10F.
- Self-declaration by the Members of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident Member.
- Any other documents as specified under the IT Act for lower withholding of taxes duly attested by the Member.

The members are required to provide the above documents by sending an email to einward.ris@kfintech.com on or before Friday, July 15, 2022.

18. SEBI has mandated the submission of PAN, KYC details and nomination details by

holders of physical securities by March 31, 2023 vide its circular Number SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Members are requested to submit their PAN, KYC and nomination details to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited at einward.ris@kfintech.com. Pursuant to the SEBI Circular, the Company has sent letters to the shareholders holding shares in physical form to furnish the KYC details which are not registered in their respective folios.

In case a holder of physical securities fails to furnish these details before the due date, the Company's Registrar and Share Transfer Agent are obliged to freeze such folios. The securities in the frozen folios are eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar and Transfer Agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

19. Corporate/Institutional 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 required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., to the Scrutinizer by email to sree@sreedharancs.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "ADC India Communications Limited 34th Annual General Meeting".
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members up to the date of 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 re-appointment at this AGM are provided in the annexure to this Notice.

22. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the Route Map, 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 Limited (KFintech). Members may access the platform to attend the AGM through VC/OAVM 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. 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. The Facility of joining the AGM shall open 15 minutes before the time scheduled for the AGM and shall be closed on expiry of 15 minutes from the scheduled time of the AGM.
- iv. Members can participate in the AGM through Desktops / Laptops / Smartphones etc. However, for better experience and smooth participation, it is advisable to join the meeting through Desktops / Laptops with high-speed internet connectivity.
- 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 Laptops 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 aforementioned 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 Tuesday, July 26, 2022 at 9:00 a.m. and close on Wednesday, July 27, 2022 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 Tuesday, July 26, 2022 at 9:00 a.m. and close on Wednesday, July 27, 2022 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://emeetings/kfintech.com>.
- x. Members of the Company under the category of Institutional Investors are encouraged to attend the AGM and vote at the AGM, if not already voted remotely.
- xi. Members who need assistance before or during the meeting, may contact KFintech on evoting@kfintech.com and/or call toll free no.: 1800 309 4001 or contact Ms. Sheetal Doba, Manager–Corporate Registry, KFin Technologies Limited at sheetal.doba@kfintech.com.

24. Instructions for remote e-voting

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular number 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 vote electronically, through the e-voting services provided by KFin Technologies Limited (KFinTech), on all the resolutions set forth in this Notice.

- ii. The remote e-voting period commences on Tuesday, July 26, 2022 at 9:00 a.m. IST and ends on Thursday, July 28, 2022 at 5:00 p.m. (IST). During this period, Members holding shares in either physical mode or in dematerialized mode, as on the cut-off date of Friday, July 22, 2022, may cast their vote electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iii. 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 22, 2022.
- iv. 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.
- v. In case of Individual Shareholders holding shares 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".

- vi. 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:

Pursuant to 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 the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

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.

Type of Shareholders	Login Method
	<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. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul 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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ul 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> <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.

Type of Shareholders	Login Method	
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.	
<p>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.</p> <p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</p>	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 22, 2022 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 have voted 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, Annual Report and e-voting instructions 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 soft copy of the Notice of the AGM, Annual Report for the financial year 2021-22 and the e-voting instructions along with the User ID and Password.
 - ii. Alternatively, Member may send an email request to KFintech at the e-mail id 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, Annual Report 2021-22 and e-voting instructions.

- iii. After receiving the Notice of the AGM and e-voting instructions, 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, Members may refer to the Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com> or call KFintech on toll free no. 1800 309 4001 or write to them at evoting@kfintech.com for any further clarifications.
- 25. Instructions for voting at the AGM**
- i. Members, who are present in the AGM through VC/OAVM and have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so, are eligible to vote through e-voting at 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 cast their vote through remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolutions again at the AGM.
 - iv. An icon “Vote” will be displayed on the Meeting screen. This icon will be activated on the instructions of the Chairman during the AGM proceedings. Members can then click on this icon, and they will be taken to the “Instapoll” page for casting their vote. On clicking the “Instapoll” icon, Members will reach the resolutions page. Please follow the instructions given and vote on the resolutions.

26. General Instructions

- 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 22, 2022, 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.
- b. 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 01, 2022 have been considered for sending the Notice of the AGM and Annual Report 2021-22. Any person who becomes a Member of the Company subsequently and who holds shares as on the cut-off date i.e., July 22, 2022 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 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, then 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 (FCS2347;CP833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS7260;CP7835) or Ms. Devika Sathyanarayana, Practicing Company Secretary, Bengaluru (FCS11323;CP 17024) 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>.

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

Item No.4

This Explanatory Statement, though strictly not required as per section 102 of the Companies Act, 2013, is provided for information of the Members.

The Members of the Company at the 31st Annual General Meeting ('AGM') held on July 29, 2019 approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants ("DHS"), as the Statutory Auditors of the Company for a period of three years from the conclusion of the said AGM. Accordingly, DHS will complete their present term on conclusion of this AGM in terms of the said approval. With this DHS will also complete the period of ten years as permitted under Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and is subject to mandatory rotation, hence new auditors are being considered.

The Board of Directors of the Company at their meeting held on May 27, 2022, on the recommendation of the Audit Committee, have recommended the appointment of M/s. SRBC & CO. LLP, Chartered Accountants ("SRBC") (Firms Registration No. 324982E/E300003) as the Statutory Auditors of the Company, by the Members of the Company for a term of five consecutive years from the conclusion of 34th AGM till the conclusion of 39th AGM of the Company to be held in the year 2027, at an annual remuneration of Rs.19 lakhs for the year ending March 31, 2023, plus out of pocket expenses and applicable taxes. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as approved by the Board of Directors of the Company. There is no change in the remuneration paid to DHS, the retiring Statutory Auditors, for the statutory audit conducted for the year ended March 31, 2022 and the remuneration proposed to be paid to SRBC for the statutory audit for the year ending March 31,2023.

SRBC was established in the year 2002 and is a part of S.R.Batliboi & Affiliates network of audit firms, which are primarily engaged in providing audit and related assurance services to its clients.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from SRBC and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder. Further, SRBC have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of this Notice for the approval of the Members of the Company.

Item No.5

The Members of the Company at the 31st Annual General Meeting held on July 29, 2019 ("31st AGM"), had re-appointed Mr.J.N.Mylaraiah as the Managing Director of the Company for a period of five years effective from April 1, 2019 to March 31, 2024. Pursuant to section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr.J.N.Mylaraiah was approved for a period of three years with effect from April 01, 2019 to March 31, 2022. The approval of the Members, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, is now sought for the remuneration payable to Mr.J.N.Mylaraiah as the Managing Director of the Company for the remaining period of two years i.e. from April 1, 2022 to March 31, 2024.

The remuneration proposed to be paid to Mr.J.N.Mylaraiah for the remaining period of two years (from April 1, 2022 to March 31, 2024) of his term is same as was approved by the Members of the Company at the 31st AGM, which is as under.

Particulars	Amount (Rs.in Lakhs)
Basic salary	24.58
Allowances	27.17
Benefits	6.59
Incentive	15.53
Total	73.87

Pursuant to the provisions of Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013, a

Company having no profits or inadequate profits, may subject to certain conditions pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

In the event of inadequacy of profits calculated as per section 198 of the Companies Act, 2013 in any financial year(s) Mr.J.N.Mylaraiah shall be entitled to a minimum remuneration comprising salary, allowances and benefits as detailed above for a period of two years i.e. from April 1, 2022 to March 31, 2024. In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee of the Company at its meeting held on May 24, 2021, the Board of Directors of the Company at its meeting held on even date have approved the payment of remuneration as detailed above, subject to such approvals as may be necessary.

Statement required under section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Ordinary Resolution at item No.5 is annexed hereto.

Other than Mr.J.N.Mylaraiah, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of this Notice for the approval of the Members of the Company.

Statement containing additional information as required in Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION:

1. Nature of industry

The Company is engaged in the manufacture and sale of Telecommunication and IT networking products.

2. Date or expected date of commencement of commercial production

Not applicable (the Company is an existing Company)

3. In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in prospectus

Not Applicable

4. Financial performance based on given indicators:

(Rs. in Lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Total Revenue	12004.23	6080.20
Profit before Tax	1136.81	523.68
Profit after Tax	846.26	362.38
Total Comprehensive Income	851.79	361.62

5. Foreign investments or collaborations, if any.

The Foreign holding in the share capital of the Company as on March 31, 2022 is as under:

Foreign Holding	Number of Shares	Percentage of Total No. of Shares
Promoter & Promoter Group	3,313,037	72.02%
Non Resident Indians	10,243	0.22%

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details

Mr. J.N. Mylaraiah joined the Company as Managing Director in September 2013. Mr. J.N. Mylaraiah holds a bachelor's degree in Mechanical Engineering and Executive General Management from Indian Institute of Management, Bangalore. He brings a wealth of experience in the areas of telecom and enterprise networks with hands on experience in Sales, Pre-Sales, Marketing and Product management.

2. Past remuneration

Remuneration paid to Mr.J.N.Mylaraiah for the financial year 2021-22 was Rs.70.19 lakhs including salary, benefits and allowances.

3. Recognition or awards

None

4. Job profile and his suitability

Mr.J.N.Mylaraiah as Managing Director has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. Mr.J.N.Mylaraiah has extensive experience in the fields in which

the Company is engaged and is competent to discharge the functions and tasks associated with his position as Managing Director of the Company.

5. Remuneration proposed

As stated in the Explanatory Statement at Item No.5 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration payable to Mr.J.N.Mylaraiah is in line with the industry standard and commensurate with the size of the Company and requirement and profile of his office.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr.J.N.Mylaraiah does not have any pecuniary relationship, directly or indirectly with the company. He is not related to any of the Directors and Key Managerial Personnel of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

The Company has delivered a strong operational and financial performance during the financial year 2021-22, where the overall revenue from operations increased by 99% and profit before tax increased by 117% over that of previous year. However, continuation of Covid-19 pandemic, steep increase in prices across commodities and raw materials like copper, steel, plastics etc., and massive supply chain disruptions could continue to put pressure on margins in the business in which the Company is engaged. The Company is passing the Ordinary Resolution pursuant to the provisions of Schedule V of the Companies Act, 2013.

2. Steps taken or proposed to be taken for improvement

Growth in Data Centre business and broadband connectivity requirements coupled with massive investments committed both by Government and Private Players towards infrastructure growth would improve the overall business sentiment in the next few quarters/years. The company will continue to focus on growing revenues and profitability with new products introduction and by realigning cost structure by looking at ways of cost reduction to be competitive in the marketplace.

3. Expected increase in productivity and profits in measurable terms

The business in which the Company is engaged is expected to improve driven by investments in Infrastructure projects, Pharma, Healthcare, Education, Banking & Finance, Defense sector, E-commerce, Manufacturing, Digital India and Smart city initiatives, where your Company will be able to favorably participate in the areas of its strength within each opportunity as the market evolves. This would enable the Company to improve the productivity and margins in the coming years.

IV. DISCLOSURES:

Details of remuneration of Directors and other details have been disclosed in the Report on Corporate Governance forming part of the Annual Report for Financial Year 2021-22 of the Company.

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

R. Ganesh
Company Secretary

Place : Bangalore
Date : May 27, 2022

ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTORS SEEKING 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	Yaman Roy
DIN	07341809
Date of Birth	January 31, 1981
Age (in years)	41
Date of Appointment on the Board	September 16, 2020
Qualifications	BSC and LLB Honours from National University of Juridical Sciences
Expertise in specific functional area	Legal, Compliance
Directorship held in other Public Companies	Nil
Chairmanship/ Membership of committees of other public companies	Nil
Number of Board Meetings attended during the year	6 of 6
Relationship between Directors inter-se	None
Remuneration Paid	Nil
Number of shares held in the Company as of March 31, 2022	Nil