



ADC/2022-23/AGM/Voting Results

August 1, 2022

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

Dear Sir/Madam,

Sub: 34th Annual General Meeting – Voting Results & Scrutinizers Report

Ref: Scrip Code: 523411

We wish to inform you that the 34th Annual General Meeting of the Company was held on Friday, July 29, 2022 through video conferencing and the business mentioned in the Notice dated May 27, 2022 was transacted.

In this regard, please find enclosed the following:

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

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

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For ADC India Communications Limited

**R. Ganesh
Company Secretary**

Name of the Company	ADC India Communications Limited
Date of the AGM/EGM	29-07-2022
Total number of shareholders on record date	4479
No. of Shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	27

Resolution No.	1							
Resolution required: (Ordinary/Special)	Ordinary - Adoption of 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							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	0	100.00	0.00
	Poll		0	0	0	0	-	0.00
	Postal Ballot(if applicable)		0	0	0	0	-	0.00
	Total		3313037	3313037	100.00	3313037	0	100.00
Public - Institutions	E-Voting	270	0	-	0	0	-	0.00
	Poll		0	-	0	0	-	0.00
	Postal Ballot(if applicable)		0	-	0	0	-	0.00
	Total		270	0	-	0	-	-
Public-Non Institutions	E-Voting	1286693	893	0.07	893	0	100.00	0.00
	Poll		1	0.00	0	1	-	100.00
	Postal Ballot(if applicable)		0	-	0	0	-	0.00
	Total		1286693	894	0.07	893	1	99.89
Total		4600000	3313931	72.04	3313930	1	100.00	0.00

Resolution No.	2							
Resolution required: (Ordinary/Special)	Ordinary - Declaration of 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							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	0	100.00	0.00
	Poll		0	0	0	0	-	0.00
	Postal Ballot(if applicable)		0	0	0	0	-	0.00
	Total		3313037	3313037	100.00	3313037	0	100.00
Public - Institutions	E-Voting	270	0	-	0	0	-	0.00
	Poll		0	-	0	0	-	0.00
	Postal Ballot(if applicable)		0	-	0	0	-	0.00
	Total		270	0	-	0	-	-
Public-Non Institutions	E-Voting	1286693	893	0.07	893	0	100.00	0.00
	Poll		1	0.00	0	1	-	0.00
	Postal Ballot(if applicable)		0	-	0	0	-	0.00
	Total		1286693	894	0.07	893	1	99.89
Total		4600000	3313931	72.04	3313930	1	100.00	0.00

Resolution No.	3							
Resolution required: (Ordinary/Special)	Ordinary - Appointment of Ms.Yaman Roy as a Director							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	0	100.00	0.00
	Poll		0	0	0	0	-	0.00
	Postal Ballot(if applicable)		0	0	0	0	-	0.00
	Total		3313037	3313037	100.00	3313037	0	100.00
Public - Institutions	E-Voting	270	0	-	0	0	-	0.00
	Poll		0	-	0	0	-	0.00
	Postal Ballot(if applicable)		0	-	0	0	-	0.00
	Total		270	0	-	0	-	-
Public-Non Institutions	E-Voting	1286693	893	0.07	893	0	100.00	0.00
	Poll		1	0.00	0	1	-	0.00
	Postal Ballot(if applicable)		0	-	0	0	-	0.00
	Total		1286693	894	0.07	893	1	99.89
Total		4600000	3313931	72.04	3313930	1	100.00	0.00



Resolution No.	4							
Resolution required:(Ordinary/Special)	Ordinary - Appointment of M/s. SRBC & CO LLP, Chartered Accountants as the Statutory Auditors of the Company							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	0	-	0
	Poll		0	0	0	0	-	0
	Postal Ballot(if applicable)		0	0	0	0	-	0
	Total		3313037	3313037	100.00	3313037	0	-
Public - Institutions	E-Voting	270	0	-	0	0	-	0
	Poll		0	-	0	0	-	0
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		270	0	-	0	0	-
Public -Non Institutions	E-Voting	1286693	893	0.07	893	0	100.00	0.00
	Poll		1	0.00	0	1	-	100.00
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		1286693	894	0.07	893	1	99.89
Total	4600000	3313931	72.04	3313930	1	100.00	0.00	

Resolution No.	5							
Resolution required:(Ordinary/Special)	Ordinary - Payment of remuneration to Mr.J.N.Mylaraiah, Managing Director of the Company							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	0	-	0
	Poll		0	0	0	0	-	0
	Postal Ballot(if applicable)		0	0	0	0	-	0
	Total		3313037	3313037	100.00	3313037	0	-
Public - Institutions	E-Voting	270	0	-	0	0	-	0
	Poll		0	-	0	0	-	0
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		270	0	-	0	0	-
Public -Non Institutions	E-Voting	1286693	893	0.07	893	0	100.00	0.00
	Poll		1	0.00	0	1	-	100.00
	Postal Ballot(if applicable)		0	-	0	0	-	0
	Total		1286693	894	0.07	893	1	99.89
Total	4600000	3313931	72.04	3313930	1	100.00	0.00	





Form No. MGT-13

REPORT OF SCRUTINIZER

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

To

The Chairman of the Thirty Fourth Annual General Meeting (AGM) of the Equity Shareholders of “ADC INDIA COMMUNICATIONS LIMITED” held on Friday, July 29, 2022 at 11:00 A.M.(IST) through Video Conferencing (VC).

Sir

I, Devika Sathyanarayana, Partner of V Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in compliance with the General circulars issued by the Securities Exchange Board of India ('SEBI') for the purpose of:

- (i) Scrutinizing the remote e-voting process and
- (ii) Scrutinizing the voting done through electronic voting system (“Instapoll”) at the AGM.



Both the above-mentioned voting is done under the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Thirty Fourth Annual General Meeting of the Equity Shareholders dated May 27, 2022. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the Notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

We submit our report as under:

1. The remote E-Voting period remained open from 9:00 A.M. (IST) on Tuesday, July 26, 2022 upto 5:00 P.M on Thursday, July 28, 2022.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those Members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD /CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2 /CIR/P/2022/62 dated May 13, 2022.



3. The voting rights were reckoned as on Friday, July 22, 2022, being the Cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through e-voting were unblocked on July 29, 2022, at 12.18 P. M.
5. After declaration of voting by the Chairman, the Shareholders present at the AGM through VC voted through e-voting facility provided by KFin Technologies Limited.
6. As per the information given by the Company / RTA, the names of the Shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those Members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by KFin Technologies Limited e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



a) **RESOLUTION No.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 the Auditors thereon.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	13	0	13
Number of votes cast by them	33,13,930	0	33,13,930
% of total number of valid votes cast	100	0	100

(ii) **Voted against the resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	0	1	1
Number of votes cast by them	0	1	1
% of total number of valid votes cast	0	100	0

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



b) **RESOLUTION No. 2:**

To declare a 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.

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	13	0	13
Number of votes cast by them	33,13,930	0	33,13,930
% of Total Number of valid votes cast	100	0	100

(ii) Voted against the resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	0	1	1
Number of votes cast by them	0	1	1
% of Total Number of valid votes cast	0	100	0

(iii) Invalid Votes - Not Applicable



c) **RESOLUTION No.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.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	13	0	13
Number of votes cast by them	33,13,930	0	33,13,930
% of total number of valid votes cast	100	0	100

(ii) **Voted against the resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	0	1	1
Number of votes cast by them	0	1	1
% of total number of valid votes cast	0	100	0

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



d) **RESOLUTION No. 4:**

Appointment of M/s. SRBC & Co LLP, Chartered Accountants as Statutory Auditors of the Company in place of the retiring statutory Auditors of the Company M/s. Deloitte Haskins & Sells, LLP.

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

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	13	0	13
Number of votes cast by them	33,13,930	0	33,13,930
% of total number of valid votes cast	100	0	100

(ii) **Voted against the resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	0	1	1
Number of votes cast by them	0	1	1
% of total number of valid votes cast	0	100	0

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



e) **RESOLUTION No.5:**

Payment of Remuneration to Mr. J.N. Mylaraiah (DIN: 06675260),
Managing Director of the Company.

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	13	0	13
Number of votes cast by them	33,13,930	0	33,13,930
% of total number of valid votes cast	100	0	100

(ii) Voted against the resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	0	1	1
Number of votes cast by them	0	1	1
% of total number of valid votes cast	0	100	0

(iii) Invalid Votes - Not Applicable



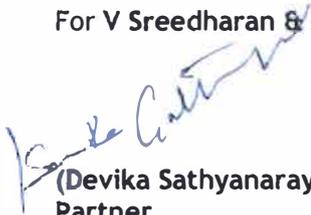
8. A list of Equity Shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.

9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You

Yours faithfully

For V Sreedharan & Associates


(Devika Sathyanarayana)
Partner
FCS 11323; CP No. 17024



Date: July 30, 2022

Place: Bengaluru

UDIN: F011323D000712091