

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 35th Annual General Meeting (AGM) of the Members of ADC India Communications Limited will be held on Monday, July 31, 2023 at 11.00 a.m. (IST) through Video Conferencing / Other Audio-Visual Means ("VC/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, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Rs. 4.00 per equity share for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Ravi Bosco Rebello (DIN:07868872), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr. Rakesh Kishore Bhanushali as a Non-Executive Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") and Regulation 17(1)(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and/or any other applicable provisions of the Act and/or the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Rakesh Kishore Bhanushali (DIN:07220290), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 17, 2023 in terms of section 161 of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-

Executive and Non-Independent), liable to retire by rotation."

5. **Material Related Party Transaction(s) with CommScope India Private Limited.**

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act"), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transactions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/ to be constituted by the Board) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into new contract(s)/arrangement(s)/ transaction(s) as mentioned in the explanatory statement, with CommScope India Private Limited ("CIPL"), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and CIPL, for an aggregate value up to Rs.7200 lakhs for purchase of goods, sale of goods, payment of sales commission and reimbursement of expenses during the financial year 2023-24, subject to such contract(s)/arrangement(s)/transaction(s) being carried out on arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreements(s) and such other documents 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 be and is hereby authorized to delegate all or any of the powers herein conferred, to the Managing Director, Chief Financial Officer 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.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

6. **Material Related Party Transaction(s) with CommScope Czech Republic S R O**

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**"), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transactions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / to be constituted by the Board) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into new contract(s)/arrangement(s)/transaction(s) as detailed in the explanatory statement, with CommScope Czech Republic S R O ("**CCRS**"), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and CCRS, for an aggregate value up to Rs.1700 lakhs for purchase of goods and sale of goods, during the financial year 2023-24, subject to such contract(s)/arrangement(s)/transaction(s) being carried out on arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreements(s) and such other documents 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 be and is hereby authorized to delegate all or any of the powers herein conferred, to the Managing Director, Chief Financial Officer 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.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Place : Bangalore

Date : June 16, 2023

R. Ganesh

Company Secretary

NOTES:

1. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos.4, 5 and 6 of the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company has considered and decided that the Special Business under Item Nos.4, 5 and 6, being considered unavoidable, be transacted at the AGM of the Company.
2. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 and 10/2022 dated 5th May 2020 and 28th December 2022, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC / OAVM") facility on or before 30th September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 35th AGM of the Company is

being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

3. The Company has availed the services of KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ("KFinTech"), for providing the facility for voting through remote e-voting, for participation in the 35th AGM through VC / OAVM facility and e-voting facility during the AGM.
4. In line with the MCA Circulars and SEBI Circular, the Notice of the 35th AGM along with the Annual Report for the financial year 2022-23 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s), unless any Member has requested for a hard copy of the same. Members may note that the Notice of the 35th AGM and the Annual Report for the financial year 2022-23 will be available on the website of the Company at www.adckcl.com, on the website of BSE Limited at www.bseindia.com and on the website of KFinTech at <https://evoting.kfintech.com/public/Downloads.aspx>.

In case any Member is desirous of obtaining hard copy of the Notice of the 35th AGM and the Annual Report for the financial year 2022-23, may send request to the Company's email address at support@adckcl.com mentioning Folio No./DP ID and Client ID.

5. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, in terms of the MCA Circulars, the facility for appointment of proxies by the Members under section 105 of the Act 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. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 25, 2023 to Monday, July 31, 2023 (both days inclusive).
8. The dividend, as recommended by the Board of Directors, if declared at the 35th AGM, will be paid on or after August 10, 2023, to those Members who hold shares in physical form and whose name appears on the Company's Register of Members as holders of Equity Shares on Monday, July 24, 2023 and in respect of shares held in dematerialized form, to the Beneficial Owners of the shares as at the close of business hours on Monday, July 24, 2023 as per details to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

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 the Depository Participant(s) with whom they maintain their demat accounts, if the shares are held in dematerialized form, by submitting the documents as may be required by the Depository Participant(s) and
- b. with KFinTech, if shares are held in physical form, 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.

9. Pursuant to the relevant provisions of the Income-tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ("TDS") from dividend paid to Members at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) for shares held in dematerialized form and in case shares are held in physical form, with KFinTech by sending email to their email address at einward.ris@kfintech.com. A separate email had been sent to the registered email addresses of the Members describing the detailed process to submit the documents / declarations in respect of deductions of tax at source on the dividend payout. Sufficient time has been provided for submitting the documents / declarations by the Members who are desiring to claim beneficial tax treatment.

10. Pursuant to the provisions of Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven consecutive years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. During the Financial Year 2022-23, the Company transferred unpaid or unclaimed dividend amounts of Rs. 1,207,792/- and Rs.45,103/- pertaining to the Interim dividend and Final dividend for the financial year 2014-15, respectively, to the IEPF.

Details of unpaid / unclaimed dividends have

- been uploaded on the website of the Company at www.adckcl.com. Members who have not claimed their dividend for financial year 2015-16 and all subsequent years are advised to write to KFinTech and claim their dividend(s).
11. Pursuant to the provisions of Section 124 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended, all shares in respect of which dividend remains unpaid or unclaimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 2065 equity shares of Rs.10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred to the IEPF Account during the financial year 2022-23, after following the procedure prescribed under the IEPF Rules. Details of shares so far transferred to the IEPF Account 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. Further, Members who have not claimed their dividend(s) in the last seven consecutive years from 2015-16 are advised to claim the same. In case a valid claim is not received, the Company will proceed to transfer the corresponding shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules..
 12. 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 form and with KFinTech in case the shares are held by them in physical form for receiving all communication from the Company/Registrar and Transfer Agent electronically.
 13. As per the provisions of section 72 of the Act, the facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form and who have not yet registered their nomination may register the same by submitting Form SH-13 to KFinTech or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant(s). The said forms can be downloaded from the website of the Company and from the website of KFinTech.
 14. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.
 15. 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.
 16. SEBI has mandated furnishing of PAN, KYC details (Postal address with Pin Code, email address, Mobile Number and Bank Account details) and nomination by holders of physical securities for their corresponding folio numbers by September 30, 2023. PAN is also required to be updated for participating in the securities market. Further as per applicable SEBI circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit their PAN, KYC and nomination details to KFinTech (Company's Registrar and Share Transfer Agent) through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable). The said forms are available on the website of the Company at <https://www.adckcl.com/in/en/aboutus/investorrelations/investor-grievance-redressal-relations-contacts.htm> and on the website of KFinTech. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, KFinTech shall be constrained to freeze such folios. The securities in the frozen folios shall be 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 / 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. Members holding shares in dematerialized form are requested to submit their PAN or intimate all changes pertaining to their bank details, mandates, nomination, change of address, email address, contact numbers, specimen signature (as applicable) etc. to their Depository Participant ("DP").
 17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement;

- sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the website of the Company at <https://www.adckcl.com/in/en/aboutus/investorrelations/investor-grievance-redressal-relations-contacts.htm> and from the website of KFinTech.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to KFinTech, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form..
 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 35th 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 and Arrangements in which the Directors are interested maintained under section 189 of the Act shall be made 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 from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to support@adckcl.com.
 21. Details as required under Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of Director who is proposed to be appointed/re-appointed 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 AGM through VC / OVAM and remote e-voting (before and during the AGM) are given below:
 - A. Instructions for attending the AGM through VC/OAVM**
 - i. The Members will be provided with a facility to attend the AGM through VC / OAVM or view the live webcast of AGM provided by KFin Technologies Limited (KFinTech) at <https://emeetings.kfintech.com> by using their remote e-voting login credentials. After logging in, click on the Video Conference tab and select the EVEN ("E-voting Event Number") / Name of the Company 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 Friday, July 28, 2023 at 9:00 a.m. and close on Saturday, July 29, 2023 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 Friday, July 28, 2023 at 9:00 a.m. and close on Saturday, July 29, 2023 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, as appropriate, to ensure smooth conduct of the 35th 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> under the "How it Works" tab placed on top of the page.
- x. Institutional Investors who are Members of the Company, are encouraged to participate in the 35th AGM through VC / OAVM facility and exercise their vote on the resolutions.
- xi. Members who need assistance before or during the meeting, may contact KFinTech at emeetings@kfintech.com or call helpline toll free no.: 1800 309 4001.

OTB Based Login: Along with User ID and Password option, members can also use the "Registered Mobile with Folio" to login on the e-meeting web page. If mobile number is not registered with folio. You are requested to follow the instructions below:

- a. For Members holding shares in demat mode, please contact your respective Depository participant.
- b. For Members holding shares in physical mode, kindly submit ISR1 form with required documents with KFinTech.

B. 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, 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 Friday, July 28, 2023 at 9:00 a.m. IST and ends on Sunday, July 30, 2023 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 Monday, July 24, 2023, 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 in the paid-up equity share capital of the Company as on the cut-off date i.e., July 24, 2023.
- 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 dispatch of the Notice of the 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 you are already registered with KFinTech for remote e-Voting, then you can use your existing User ID and password for casting your vote.
- v. In case of Individual Members holding shares in demat mode and who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date may follow steps mentioned below under "Login method for Individual Members 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 Members holding securities in demat mode.

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

Step 1: Login method for individual Shareholders holding securities in Demat Mode:

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through Depositories and Depository Participants.

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 registered for IDeAS facility:</p> <ol style="list-style-type: none"> Open URL: https://eservices.nsdl.com either on a personal computer or mobile phone Click on the “Beneficial Owner” icon under “Login” available under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. Click on company name or e-Voting service provider - KFinTech and you will be re-directed to KFinTech e-Voting service provider website for casting your vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register, open https://eservices.nsdl.com Select “Register Online for IDeAS” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Upon successful registration, follow steps given in point 1 above. <p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ either on a personal computer or mobile phone. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. Post successful authentication, you will be redirected to NSDL Depository site where you can see e-voting page. Click on company name or e-voting service provider name - KFinTech and you will be redirected to KFinTech e-Voting website for casting your vote during the remote e-Voting period.
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"> Visit URL: https://web.cdslindia.com/myeasinew/home/login/ or www.cdslindia.com. Click on New System Myeasi Login with your user id and password. On successful login of Easi/Easiest, option will be made available to reach e-voting page. Click on e-Voting service provider name - KFinTech to cast your vote.

Type of Shareholders	Login Method
	<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/myeasineew/Registration/EasiRegistration/ ii. Proceed with completing the required fields. iii. Follow steps given in point 1 above. <p>3. By visiting 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 e-voting service provider, 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.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget user ID and Forget Password option available at above mentioned website.

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

Login Type	Helpdesk Details
Individual Members holding Securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 1800 1020 990 or 1800 22 44 30
Individual Members holding Securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Step 2: Login method for e-Voting for Members other than individual Members holding securities in demat mode and Members 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 (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 the 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 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 your first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. 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 "EVENT" i.e., "ADC India Communications Limited-Annual General Meeting" 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., Monday, July 24, 2023 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "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 Participant(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 send an email request to KFinTech at the e-mail id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM, Annual Report for 2022-23 and e-voting instructions.
- ii. 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.
- iii. In case of any query and/or grievance relating to e-voting, Members may refer to the Frequently Asked Questions (FAQs) and e-voting user manual available at the "Downloads" section of <https://evoting.kfintech.com> or call KFinTech on toll free number 1800 309 4001 or write to them at evoting@kfintech.com for any further clarifications.

C. 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 left-hand bottom corner 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.

D. Other 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 Monday, July 24, 2023, 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, June 30, 2023 have been considered for sending the Notice of the AGM and Annual Report for 2022-23. Any person who becomes a Member of the Company subsequently and who holds shares as on the cut-off date i.e., July 24, 2023 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://emeetings.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 a single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member cast 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 of the Company has appointed Mr.V.Sreedharan (FCS 2347;CP 833), or failing him, Mr. Pradeep B Kulkarni (FCS 7260;CP 7835), or failing him, Ms. Devika Sathyanarayana (FCS 11323;CP 17024), Partners of M/s V Sreedharan and Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
- e. The scrutinizer shall, after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM and votes cast through remote e-voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, to the Chairman or a person authorized by him, who shall the countersign and declare the results of the voting forthwith.
- f. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.adckcl.com and on the website of KFinTech at <https://evoting.kfintech.com> after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to BSE Limited, where the shares of the Company is listed.

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

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at

their meeting held on June 16, 2023 has appointed Mr.Rakesh Kishore Bhanushali (DIN: 07220290) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from June 17, 2023. ("the Act"). As per the provisions of section 161 of the Act and the Articles of Association of the Company, Mr.Rakesh Kishore Bhanushali holds office up to the date of the 35th Annual General Meeting of the Company. The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr.Rakesh Kishor Bhanushali for the office of Director of the Company.

Mr.Rakesh Kishore Bhanushali is not disqualified from being appointed as a Non-Executive Director of the Company in terms of section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Mr.Rakesh Kishore Bhanushali, aged 47 years, is a Chartered Accountant and a member of the Institute of Chartered Accountants of India. Mr.Rakesh Kishore Bhanushali has done Business Strategy and Leadership program from Indian School of Business, Hyderabad (ISB) with on-the-job action learning project. He has over 25 years of extensive experience in various areas of Finance and General Management. He was the Chief Financial Officer of the Company till June 16, 2023.

The Board of Directors is of the opinion that Mr.Rakesh Kishore Bhanushali's knowledge, expertise and experience will be of immense benefit and value to the Company, and it would be in the interest of the Company to appoint him as a Director of the Company.

Mr.Rakesh Kishore Bhanushali does not hold any equity shares of the Company by himself or on beneficial basis for any other person as on date of this Notice.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

Except Mr.Rakesh Kumar Bhanushali, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice.

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

Item No. 5

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022 states that all Material Related Party Transactions with an aggregate value exceeding Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and on an arm's length basis.

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 Listing Regulations.

The Members of the Company, through postal ballot, on October 6, 2021, approved the material Related Party Transactions of the Company with CommScope India Private Limited ("CIPL") for an amount not exceeding Rs. 7200 lakhs towards purchase of goods and materials in the ordinary course of business and on an arm's length basis to be entered into during the financial year 2021-22 and each subsequent financial year.

The Company continues to carry out existing Contracts/ arrangements/transactions and/or would enter into new Contracts/arrangements/transactions with CIPL for purchase of goods, sale of goods, payment of sales commission and reimbursement of expenses in the ordinary course of business of the Company during the financial year 2023-24. These transactions would be of materiality in nature as the value of these transactions is likely to exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Therefore, in terms of Regulation 23(4) of Listing Regulations the material transactions or arrangements with CIPL requires approval of the Members of the Company by way of an ordinary resolution.

Fresh approval of the Members of the Company is being sought to continue with the existing Contracts/ arrangements/transactions and/or to enter into new Contracts / arrangements/ transactions with CIPL for purchase of goods, sale of goods, payment of sales commission and reimbursement of expenses in the ordinary course of business of the Company and on an arm's length basis for an aggregate value up to Rs.7200 lakhs during the financial year 2023-24.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on March 21, 2023 have granted approval for entering into Related Party Transactions with CIPL for an aggregate value up to Rs.7200 lakhs during the financial year 2023-24. The Audit Committee and the Board of Directors have noted that the said

transactions are of a routine nature and will be on an arm's length basis and in the ordinary course of business.

The proposed transactions are fundamental to the Company's operations / business / revenues and hence they are in the interest of the Company and its Members.

Information pursuant to Securities and Exchange Board of India circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sl.No.	Description	Details
a.	Type, material terms and particulars of the proposed transaction	The transaction involves Purchase of goods, Sale of goods, Payment of Sales commission and Reimbursement of expenses for business purpose from/to CommScope India Private Limited during FY 2023-24, aggregating up to Rs.7200 Lakhs.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	CommScope India Private Limited (CIPL). Both CIPL and ADC India Communications Limited are fellow subsidiaries of CommScope Holding Company, Inc.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	Transactions are of recurring nature and approval is for FY 2023-24.
d.	Value of the proposed transaction	Up to Rs.7200 Lakhs.
e.	Percentage of annual consolidated turnover (considering FY 2022-23 as the immediately preceding financial year), that is represented by the value of the proposed transaction	50.38%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness • cost of funds; and • tenure	Not Applicable

Sl.No.,	Description	Details
	iii) applicable terms including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
g.	Justification as to why the RPT is in the interest of the listed entity	Arrangement is commercially beneficial to the Company.
h.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable.
i.	Any other information that may be relevant	The Company has been entering into similar transactions with CIPL in the previous years. The value of transactions in the last three financial years are as follows: FY 2020-21 - Rs. 3139.77 Lakhs FY 2021-22 - Rs. 5411.67 Lakhs FY 2022-23 - Rs. 6298.56 Lakhs

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under item No.5.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested either directly or indirectly, in the Resolution mentioned in Item No.5 of the Notice.

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

Item No. 6

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended vide SEBI (Listing Obligations and Disclosure Requirements (Sixth Amendment) Regulations, 2021, effective April 1, 2022 states that all Material Related Party Transactions with an aggregate value exceeding Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and on an arm's length basis.

CommScope Czech Republic S R O ("CCRS") is a related party within the meaning of section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the Listing Regulations.

The Company continues to carry out existing contracts/ arrangements / transactions and / or would enter into Contracts / arrangements / transactions with CCRS for purchase of goods and sale of goods in the ordinary course of business of the Company and on an arm's length basis during the financial year 2023-24. These transactions would be of material in nature as the value of these transactions is likely to exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Therefore, in terms of Regulation 23(4) of Listing Regulations the material transactions or arrangements with CCRS requires approval of the Members of the Company by way of an ordinary resolution.

Approval of the Members of the Company is being sought to continue with the existing contracts / arrangements / transactions and/or to enter into Contracts / arrangements/ transactions with CCRS for purchase of goods and sale of goods in the ordinary course of business of the Company and on an arm's length basis for an aggregate value up to Rs.1700 lakhs during the financial year 2023-24.

The Audit Committee and the Board of Directors of the Company at their respective meetings

held on March 21, 2023 have granted approval for entering into Related Party Transactions with CCRS for an aggregate value up to Rs.1700 lakhs during the financial year 2023-24. The Audit Committee and the Board of Directors have noted that the said transactions are of a routine nature and will be on an arm's length

basis and in the ordinary course of business. The proposed transactions are fundamental to the Company's operations/business/revenues and hence they are in the interest of the Company and its Members.

Details of the proposed transactions with CCRS are as follows:

Information pursuant to Securities and Exchange Board of India Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sl.No.	Description	Details
a.	Type, material terms and particulars of the proposed transaction	The transaction involves Purchase of goods and Sale of goods for business purpose from/to CCRS during FY 2023-24, aggregating up to Rs.1700 lakhs.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	CommScope Czech Republic S R O (CCRS). Both CCRS and ADC India Communications Limited are fellow subsidiaries of CommScope Holding Company, Inc.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	Transactions are of recurring nature and approval is for FY 2023-24.
d.	Value of the proposed transaction	Up to Rs.1700 Lakhs.
e.	Percentage of annual consolidated turnover (considering FY 2022-23 as the immediately preceding financial year), that is represented by the value of the proposed transaction	12.00%
f.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness • cost of funds; and • tenure <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p>	Not Applicable

Sl.No.	Description	Details
	iv) the purpose for which funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
g.	Justification as to why the RPT is in the interest of the listed entity	Arrangement is commercially beneficial to the Company.
h.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
i.	Any other information that may be relevant	The Company commenced business transactions with CCRS during the financial year 2022-23. The value of transactions in FY 2022-23 was Rs.333.92 lakhs.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under item No.6.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested either directly or indirectly, in the Resolution mentioned in Item No.6 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No.6 of the Notice for the approval of the Members of the Company.

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

Place : Bangalore
Date : June 16, 2023

R.Ganesh
Company Secretary

ANNEXURE TO THE NOTICE

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

Name of Director	Ravi Bosco Rebello	Rakesh Kishore Bhanushali
DIN	07868872	07220290
Date of Birth	September 23, 1975	June 19, 1975
Age (in years)	47	47
Date of Appointment on the Board	August 4, 2017	June 17, 2023
Qualifications	BSC in Computer Science and Post Graduate Diploma in Management from Goa Institute of Management	Chartered Accountant
Expertise in specific functional area	Human Resource, Talent Development	Finance and General Management
Directorship held in other Public Companies	Nil	Nil
Chairmanship / Membership of committees of other public companies	Nil	Nil
Number of Board Meetings attended during the year	6 of 6	Not Applicable
Relationship between Directors inter-se	None	None
Remuneration Paid	Nil	Nil
Number of shares held in the Company as of March 31, 2023	Nil	Nil
Listed entities from which Director resigned in the past three years	Nil	Nil