

## **ADC INDIA COMMUNICATIONS LIMITED**

**CIN: L32209KA1988PLC009313**

Registered Office: 10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bangalore – 560 058  
Tel: 91 80 28396102 / 28396291, Email: support@adckcl.com, Website: www.adckcl.com

### **POSTAL BALLOT NOTICE**

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read together with the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively the 'MCA Circulars'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and any other applicable laws, rules and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), for seeking the approval of the Members of ADC India Communications Limited (the 'Company') for the special business as set out hereunder by way of Postal Ballot only by voting through electronic means ('remote e-voting').

The Explanatory Statement pertaining to the proposed resolutions setting out the material facts and the reasons thereof forms part of this Postal Ballot Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / KFin Technologies Limited, Registrar and Share Transfer Agent of the Company ('RTA') / Depositories. Accordingly, the physical copy of this Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to Members. The communication of assent or dissent of the Members on the proposed resolutions would only take place through the remote e-voting system.

The Board of Directors of the Company have appointed Mrs. Devika Sathyanarayana (Membership No. FCS 11323, CP No.17024), failing her, Mr. Pradeep B Kulkarni (Membership No. FCS 7260, CP No.7835), failing him, Mr. V. Sreedharan (Membership No. FCS 2347, CP No.833), Partners, V Sreedharan and Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

In accordance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting facility to all the Members to cast their votes electronically. The Process and manner for remote e-voting is mentioned in this Postal Ballot Notice. The Company has engaged the services of KFin Technologies Limited to provide remote e-voting facility to the Members.

Members desirous of exercising their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Postal Ballot Notice.

The remote e-voting process commences at 9.00 a.m. IST on Monday, March 25, 2024 and concludes at 5.00 p.m. IST on Tuesday, April 23, 2024. The remote e-voting facility will be disabled by KFin Technologies Limited immediately after 5.00 p.m. IST on Tuesday, April 23, 2024.

The Scrutinizer will submit her/his Report to the Chairman of the Company ('the Chairman') or any other person authorised by the Chairman and the result of the voting will be announced on or before 5.00 p.m. IST on Thursday, April 25, 2024. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

**SPECIAL BUSINESS:****Item No.1: Re-appointment of Mr. J.N. Mylaraiah (DIN: 06675260) as the Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr.J.N.Mylaraiah (DIN: 06675260) as the Managing Director of the Company for a further period of five years with effect from April 1, 2024 to March 31, 2029, as recommended by the Nomination and remuneration Committee and approved by the Board of Directors, not liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Postal Ballot Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr.J.N.Mylaraiah subject to the same not exceeding the limits specified in Schedule V of the Act.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr.J.N.Mylaraiah, he shall be paid the remuneration as set out in the Explanatory Statement annexed to this Postal Ballot Notice, as minimum remuneration, subject to restrictions, if any, set out in Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**Item No.2: Appointment of Mr. Nagendra Venkaswamy (DIN:02404533) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the nomination and remuneration committee, Mr. Nagendra Venkaswamy (DIN:02404533), who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors of the Company with effect from February 10, 2024, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years from February 10, 2024 to February 09, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

**Item No.3: Appointment of Mr. Harish Hassan Visweswara (DIN:08742808) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being

in force), based on the recommendation of the nomination and remuneration committee, Mr. Harish Hassan Visweswara (DIN:08742808), who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors of the Company with effect from March 15, 2024, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years from March 15, 2024 to March 14, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

**Item No. 4: Approval of Material Related Party Transactions with CommScope India Private Limited for the Financial Year 2024-25**

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 (‘SEBI 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 Transaction(s) and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the ‘Board’), the approval of the Members be and is hereby accorded to the Board (which term shall be deemed to include any Committee constituted / to be constituted by the Board to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or to enter into new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or in a series of transactions either taken together or otherwise) with CommScope India Private Limited (‘CIPL’), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and CIPL, for an aggregate value of up to Rs.9,000 lakhs to be entered during the financial year 2024-25, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length 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.”

**Item No.5 – Approval of Material Related Party Transactions with CommScope Japan K.K. for the Financial Year 2024-25**

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 (‘SEBI 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 Transaction(s) and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the ‘Board’), the approval of the Members be and is hereby accorded to the Board (which term

shall be deemed to include any Committee constituted / to be constituted by the Board to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or to enter into new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or in a series of transactions either taken together or otherwise) with CommScope Japan K.K. ('CommScope Japan'), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and CommScope Japan, for an aggregate value of up to Rs.1,500 lakhs to be entered during the financial year 2024-25, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length 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**

Sd/-

**R. Ganesh**

Company Secretary

Membership No.: A2630

Place : Bangalore  
Date : March 15, 2024

**NOTES:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 setting out the material facts and reasons for the proposed resolutions is annexed herewith.
2. The relevant details of Directors proposed to be appointed/re-appointed as required under Regulation 36(3) of the Listing Regulations and SS-2 are provided in the annexure to this Postal Ballot Notice.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ KFin Technologies Limited, Registrar and Share Transfer Agent of the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, March 15, 2024 ('Cut-Off Date').
4. Members may note that this Postal Ballot Notice will also be available on the website of the Company at [www.adckcl.com](http://www.adckcl.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of KFin Technologies Limited at <https://evoting.kfintech.com/Public/Downloads.aspx>.
5. In accordance with the MCA Circulars, Members can vote only through remote e-voting process. Accordingly, physical copy of the Notice, postal ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members would only take place through remote e-voting system.
6. All the documents referred to in the Explanatory Statement will be available for inspection only through electronic mode on all working days during the Postal Ballot Process. Members who wish to inspect



the documents may send their requests to support@adckcl.com from their registered email address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

7. Members who have not yet registered/updated their email addresses are requested to register/update their e-mail addresses as per the following procedure:
  - i. Members holding shares in physical form are requested to register/update their email addresses by writing to KFin Technologies Limited at einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name, folio number and address of the Member, Form ISR 1 (available on website of the Company), scanned copy of the share certificate (front and back), self-attested copy of the PAN Card and self-attested copy any document (such as Driving License, Election Identity Card, Passport, Aadhaar Card, etc.) as proof of the address of the Member.
  - ii. Members holding shares in electronic form are requested to register/update their email addresses with their respective Depository Participants (DP) as per the process recommended by the DP.
8. **Process and manner for voting through remote e-voting**
  - i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting facility to all the Members to cast their votes electronically. For this purpose, the Company has engaged the services of KFin Technologies Limited ('KFin') to provide remote e-voting facility to the Members.
  - ii. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members on the Cut-Off Date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-Off Date should treat this Postal Ballot Notice for information purpose only.
  - iii. Voting rights through e-voting cannot be exercised by a proxy.
  - iv. The remote e-voting period commences at 9:00 a.m. IST on Monday, March 25, 2024, and ends at 5.00 p.m. IST on Tuesday, April 23, 2024. The remote e-voting module will be disabled by KFin Technologies Limited for voting thereafter. The detailed process for remote e-voting is given below in point (viii).
  - v. During the remote e-voting period, Members can login at e-voting platform any number of times till they have voted on the resolutions. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
  - vi. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit his report to the Chairman of the Company or any other person authorised by the Chairman. The result of the voting by Postal Ballot will be announced on or before 5.00 p.m. IST on Thursday, April 25, 2024 and will also be displayed on the website of the Company at [www.adckcl.com](http://www.adckcl.com), on the website of KFin Technologies Limited at <https://evoting.kfintech.com/Public/Downloads.aspx> and communicated to BSE Limited, where the equity shares of the Company are listed.
  - vii. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting, i.e., Thursday, April 23, 2024.
  - viii. The details of the process and manner for remote e-Voting are explained herein below:
    - Step 1: Access to Depositories e-voting system in case of individual shareholders holding securities in demat mode.
    - Step 2: Access to KFin 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 no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with 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><b>1. User registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields.</li> <li>Upon successful registration, follow steps given in point 1 above to cast your vote.</li> </ol> <p><b>3. Accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>A new screen will open. Enter your User ID (i.e.16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>On successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-voting page.</li> <li>Click on the Company name or e-voting service provider name i.e. KFin and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>URL to login to Easi/Easiest: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on login icon and select My Easi New (Token).</li> <li>Login with your user id and password.</li> <li>On successful login of Easi/Easiest, the user will see the e-voting Menu. The Menu will have links of ESPs.</li> <li>Click on the e-voting service provider name i.e. KFin to cast your vote.</li> </ol>

Type of Shareholders	Login Method
	<p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register for Easi / Easiest is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on Login and Select My Easi New (Token) and then click on registration option</li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point 1 above to cast your vote.</li> </ol> <p><b>3. Accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>On successful authentication, user will be provided links for the respective e-voting service provider i.e. KFin and you will be redirected to e-voting page of KFin to cast your vote without any further authentication.</li> </ol>
Individual Shareholders holding securities in demat mode - Login through their Depository Participants	<ol style="list-style-type: none"> <li>Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL / CDSL for e-Voting facility.</li> <li>Once logged-in, shareholders will be able to see e-Voting option. Click on e-Voting option, and shareholders will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>Click on options available against company name or e-Voting service provider i.e. KFin and shareholders will be redirected to e-Voting website of KFin for casting the vote during the remote e-Voting period without any further authentication.</li> </ol>

**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 websites.

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

Login Type	Helpdesk Details
Securities held in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Securities held in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## **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.**

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), User ID and password. Members must 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 KFin 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 “EVEN” of “ADC India Communications Limited” and click on “Submit”.
- vii. On the voting page you will see Resolution description and against the same the option ‘FOR/AGAINST/ ABSTAIN’. Enter the number of shares (which represents the number of votes) as on the cut-off date under ‘FOR/AGAINST’ or alternatively, you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’ but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’. If the Member does not indicate either ‘FOR’ or ‘AGAINST’ it will be treated as ‘ABSTAIN’ and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix. 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.

### **General Information for Members**

- i. Members whose email addresses are not yet registered with the Company/Depository Participants and consequently, have not received the Postal Ballot Notice, are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Note No. 7 of this Postal Ballot Notice.
- ii. Corporate/Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF Format) of certified true copy of relevant Board Resolution/Authority letter etc. with attested specimen signature(s) of the duly authorized representative(s) who is/are authorized to vote, to the Scrutinizer’s email id [devika@sreedharancs.com](mailto:devika@sreedharancs.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- iii. In case of any queries on e-voting, Members may refer the ‘Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the ‘Downloads’ section of KFin website for e-voting <https://evoting.kfintech.com> or contact KFin Technologies Limited (Unit: ADC India Communications Limited), Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032 at email id [evoting@kfintech.com](mailto:evoting@kfintech.com) or call on toll free number 1800 309 4001.



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

### Item No. 1

Mr. J.N. Mylaraiah (DIN: 06675260) is currently the Managing Director of the Company and also a Member of the Stakeholders Relationship Committee and the Corporate Social Responsibility (CSR) Committee. At the Annual General Meeting (AGM) of the Company held on July 28, 2014, the Members of the Company had approved the appointment and terms of remuneration of Mr. J.N. Mylaraiah as Managing Director of the Company for a period of five years from April 1, 2014 up to March 31, 2019. Subsequently, at the Annual General Meeting (AGM) of the Company held on July 29, 2019, the Members of the Company had approved the re-appointment and terms of remuneration of Mr.J.N.Mylaraiah, Managing Director of the Company for a period of five years from April 1, 2019 to March 31, 2024.

The Board of Directors of the Company ('Board') at their meeting held on February 10, 2024, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointed of Mr.J.N.Mylaraiah as the Managing Director of the Company for a further period of five years with effect from April 1, 2024 to March 31, 2029, subject to approval of the Shareholders of the Company.

Mr.J.N.Mylaraiah holds a bachelor's degree in mechanical engineering and Executive General Management from Indian Institute of Management, Bangalore. He has a wealth of experience in the areas of telecom and enterprise networks with hands on experience in Sales, Pre-Sales, Marketing and Product management.

The principal terms and conditions of appointment of Mr.J.N.Mylaraiah (hereinafter referred to as 'Mr. Mylaraiah or 'the Managing Director') are as follows:

**A. Tenure of appointment:** Five years with effect from April 01, 2024 up to March 31, 2029.

**B. Remuneration:**

Particulars	Amount in Lakhs
<b>Salary</b>	
Basic Salary	24.58
House Rent Allowance	9.83
Other Allowances	17.34
<b>Benefits</b>	
Provident Fund	2.95
Gratuity	1.18
Superannuation	2.46
<b>Others</b>	
Incentive	15.53
<b>Total</b>	<b>73.87</b>

**C. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of salary, benefits and Incentive as specified above.

**D. Other Terms of Appointment**

- The appointment may be terminated by either party by giving the other party 60 days' notice of such termination.
- The aggregate of the remuneration as aforesaid, in any financial year, shall not exceed the limit under Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

- iii. So long as Mr. Mylaraiah functions as the Managing Director of the Company, his office shall not be subject to retirement by rotation.

Having regard to Mr. Mylaraiah's overall experience, knowledge, outstanding leadership, current needs of the business and present performance, the Board is of the opinion that the re-appointment of Mr. Mylaraiah as the Managing Director of the Company will be beneficial to the functioning and future growth of the Company and the remuneration payable to him is commensurate with the requirement and profile of his office.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No.1 of this Postal Ballot Notice in relation to the re-appointment of Mr. Mylaraiah as the Managing Director of the Company for a further period of five years with effect from April 1, 2024 to March 31, 2029 for the approval of the Members.

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

Except Mr. Mylaraiah and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No.1 of this Postal Ballot Notice.

## **Item No.2**

The Board of Directors of the Company ('Board') at their meeting held on February 10, 2024, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Nagendra Venkaswamy (DIN:02404533) as an Additional Director in the capacity of an Independent Director of the Company for a period of five (5) consecutive years with effect from February 10, 2024 to February 09, 2029 subject to the approval of the Shareholders of the Company.

The Company has received the following documents/confirmations/declarations from Mr. Nagendra Venkaswamy:

- (i) Consent to act as a Director of the Company;
- (ii) Declaration to the effect that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act 2013 ('the Act') and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations');
- (iii) Confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- (iv) Confirmation that he is registered in the Independent Director's databank maintained by the Indian Institute of Corporate Affairs in terms of the requirement of the Act;
- (v) Declaration that he has not been debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority;

The Company has also received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Nagendra Venkaswamy for the office of Director of the Company.

In the opinion of the Board, Mr. Nagendra Venkaswamy fulfils the conditions of independence specified in the Act, Rules made thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Nagendra Venkaswamy is a graduate of BITS Pilani and IIM Bangalore with 30 years' experience in the IT/Telecom/Engineering industry.

Mr. Nagendra Venkaswamy has held senior positions in the industry and has served as CEO and Independent Director on the Board of various companies in India and abroad. With strong operations management experience he has led sales distribution, channel management, services, logistics, finance and manufacturing across a range of companies and product categories. He is a regular speaker at industry forums and institutes such as IIMs. His expertise is in developing and leading growth strategies for organizations, besides corporate turnarounds, cost management, fund raising and M&A. He has strong relationships across industry sectors and is a well-known speaker at various industry forums.

Mr. Nagendra Venkaswamy has wide experience in sales operations, organization building, cost management, growth strategies and M&A and brings extensive knowledge of business across industries.

Mr. Nagendra Venkaswamy has been a member of the 12th Plan Steering Committee for the Manufacturing sector of the Planning Commission, where he championed local manufacturing and the local registration of IPR and patents (essential in the electronic industry). Mr. Nagendra Venkaswamy was also responsible for

the introduction of the concept of “Preferential Market Access” for Indian electronic companies as a means of strengthening the electronic industry and making them globally competitive. In addition, Mr. Nagendra Venkaswamy fought, for the first time, for the introduction of anti-dumping duties on specific electronic/telecom products supplied by overseas vendors to the Indian telecom market.

He is a member of the Indus Entrepreneurs (TiE), Bangalore (Charter Member) and The International Market Assessment forum (CEO Forum)

Mr. Nagendra Venkaswamy has held membership of the Board of Aster Systems, PSI Data Systems Ltd, Birla Technologies Ltd and Accelerex Lt, UK. Mr. Nagendra Venkaswamy was also a former Member of the Advisory Board, SDM Institute of Management.

Mr. Nagendra Venkaswamy also fulfils the conditions specified in section 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations for being eligible for his appointment.

The Board is of the view that Mr. Nagendra Venkaswamy possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the Board considers that his association would be of immense benefit to the Company in its ongoing journey of growth. Accordingly, the Board recommends the special resolution as set out in Item No.2 of this Notice in relation to the appointment of Mr. Nagendra Venkaswamy as an Independent Director, for the approval of the Members.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Shareholders. Further as per Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to approval of the Shareholders by way of a Special Resolution. Accordingly, the appointment of Mr. Nagendra Venkaswamy as an Independent Director requires approval of the Members by passing a Special Resolution.

Accordingly, the approval of the Members is sought by way of a special resolution for the appointment of Mr. Nagendra Venkaswamy as an Independent Director, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years from February 10, 2024 to February 09, 2029 (both days inclusive).

The letter of appointment issued to Mr. Nagendra Venkaswamy setting out the terms and conditions of appointment as an Independent Director shall be open for inspection as per details provided in this Notice.

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

Except Mr. Nagendra Venkaswamy and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No.2 of this Postal Ballot Notice.

### **Item No.3**

The Board of Directors of the Company (‘Board’) at its meeting held on March 15, 2024, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Harish Hassan Visweswara (DIN:08742808) as an Additional Director in the capacity of an Independent Director of the Company for a period of five (5) consecutive years with effect from March 15, 2024 up to March 14, 2029 subject to the approval of the Shareholders of the Company.

The Company has received the following documents/confirmations/declarations from Mr. Harish Hassan Visweswara:

- (i) Consent to act as a Director of the Company;
- (ii) Declaration to the effect that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 (‘the Act’) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’);
- (iii) Confirmation that he not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- (iv) Confirmation that he is registered in the Independent Director’s databank maintained by the Indian Institute of Corporate Affairs in terms of the requirement of the Act;
- (v) Declaration that he has not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority;

The Company has also received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Harish Hassan Visweswara for the office of Director of the Company.

In the opinion of the Board, Mr. Harish Hassan Visweswara fulfils the conditions of independence specified in the Act, Rules made thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Harish Hassan Visweswara holds a Bachelor of Engineering (Mechanical) degree from UVCE Bangalore, a Post Graduate Diploma in Management from IIM Calcutta and has completed the Advanced Management Program from Harvard Business School. He has been a distinguished student with top academic results in his education. He was also part of the first batch of the dedicated Advanced Senior Leadership Program conducted by Oxford University Said Business School for Grant Thornton International.

Mr. Harish Hassan Visweswara has over 30 years' experience in Finance, Banking, Governance, Valuation, Investment Banking, Consulting and Strategy. He is the Co-Founder and Managing Director of ECube Investment Advisors Private Limited, a focused ESG platform working on multiple solutions such as Consulting, Capacity Building, Capital and Carbon Solutions for Industry and General Public on the theme of Environment, Social and Governance.

Mr. Harish Hassan Visweswara has a wide range of experience in Private and Public Sectors covering a wide range of sectors including Technology, Real Estate, Hospitality, Pharmaceuticals, Engineering, Petrochemicals etc. He has helped multiple companies raise capital through IPOs and VC/PE in different capacities and companies in their acquisitions both domestic and international.

Mr. Harish Hassan Visweswara has held several prestigious positions. He was the past President of Bangalore Chamber of Commerce and Industry, Founder Member and on the Board of Governors of Centre for Sustainable Development, Former Member on the Board of Management Studies at T A Pai Management Institute (TAPMI), Member of iSPRIT Policy Team on Startup India engaged with RBI, SEBI MCA etc. and a member of the Manufacturing Task Force of Government of Karnataka in 2015. He was also a member of the Working Group of Software Product Development Fund of Ministry of Electronics and Information Technology, Government of India.

Mr. Harish Hassan Visweswara is a very active speaker and widely quoted in Press and TV. He has addressed several conferences and published articles on governance, valuation, management, policy and industry.

Mr. Harish Hassan Visweswara is presently on the Board of Suprajit Engineering Limited, Shetron Limited, Wildcraft India Limited and Karnataka Bank Limited.

Mr. Harish Hassan Visweswara also fulfils the conditions specified in section 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations for being eligible for his appointment.

The Board is of the view that Mr. Harish Hassan Visweswara possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the Board considers that his association would be of immense benefit to the Company in its ongoing journey of growth. Accordingly, the Board recommends the special resolution as set out in Item No.3 of this Notice for approval of the Members.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Shareholders. Further as per Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to approval of the Shareholders by way of a special resolution. Accordingly, the appointment of Mr. Harish Hassan Visweswara as an Independent Director requires approval of the Members by passing a special resolution.

Accordingly, the approval of the Members of the Company is sought by way of a special resolution for the appointment of Mr. Harish Hassan Visweswara as an Independent Director, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years from March 15, 2024 to March 14, 2029 (both days inclusive).

The letter of appointment issued to Mr. Harish Hassan Visweswara setting out the terms and conditions of appointment shall be open for inspection as per details provided in this Notice.

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

Except Mr. Harish Hassan Visweswara and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No.3 of this Postal Ballot Notice.

#### Item No.4

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, 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 read with Regulation 2(1)(zb) of the SEBI Listing Regulations.

The Members of the Company at the 35th Annual General Meeting held on July 31, 2023, accorded approval vide ordinary resolution for entering into Material Related Party Transactions with CommScope India Private Limited ('CIPL') for an aggregate amount up to Rs. 7200 lakhs for the Financial Year 2023-24.

The Company would continue to carry out existing Contracts/arrangements/transactions and/or would enter into new Contracts/arrangements/transactions with CIPL in the financial year 2024-25.

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 amount not exceeding Rs.9,000 lakhs in the financial year 2024-25.

The Audit Committee and the Board of Directors of the Company ('Board') at their respective meetings held on March 15, 2024, have granted approval for entering into Related Party Transactions with CIPL for an aggregate amount up to Rs.9,000 lakhs in the financial year 2024-25. The Audit Committee and the Board of Directors have noted that the said transactions will be on an arm's length basis and in the ordinary course of business.

The Board is of the opinion that the proposed transactions with CIPL are beneficial to the Company's business, operations and revenues and hence they are in the best interest of the Company and its Members.

#### **Details of the Material Related Party Transactions between the Company and CIPL, including the information required to be disclosed pursuant to SEBI Master Circular no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023:**

Sl.No.	Description	Details
1.	Name of the related party and its relationship with the Company	CommScope India Private Limited (CIPL). Relationship with the Company - Both CIPL and ADC India Communications Limited are fellow subsidiaries of CommScope Holding Company, Inc.
2.	Type, material terms and particulars of the proposed transaction	The Company and CIPL have entered into / propose to enter into Related Party Transactions up to an aggregate amount of Rs. 9,000 lakhs for FY 2024-25 for Purchase of goods, Sale of goods, Payment of Sales commission and Reimbursement of expenses.
3.	Tenure of the proposed transaction	Undertaking transactions in the financial year 2024-25.
4.	Value of the proposed transaction	Not exceeding Rs.9,000 Lakhs for FY 2024-25



Sl.No.	Description	Details
5.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	62.98%
6.	(a) Details of the source of funds in connection with the proposed transaction (b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul> (c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured (nature of security) or unsecured (d) Purpose for which funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable, as the transaction does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company.
7.	Justification as to why the RPT is in the interest of the Company	The proposed transactions are beneficial to the Company's business, operations and revenues and hence they are in the best interest of the Company.
8.	Valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction	Not Applicable
9.	Any other information that may be relevant	The Company has entered to similar transactions with CIPL in the previous years. The value of these transactions in the last three financial years are as follows: <ul style="list-style-type: none"> <li>a. FY 2021-22-Rs.5,411.67 lakhs</li> <li>b. FY 2022-23-Rs.6,298.56 lakhs</li> <li>c. FY 2023-24(Estimate) Rs.6,742.00 lakhs</li> </ul>

The Members may note that in terms of the provisions of the SEBI Listing Regulations no Related Party shall vote to approve this Ordinary Resolution, whether the entity is a Related Party to the particular transactions or not.

None of the Directors and Key Managerial Personnel and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No.4 of this Postal Ballot Notice.

The Board recommends the ordinary resolution as set out in Item No.4 of this Postal Ballot Notice for the approval of the Members.

#### Item No.5

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, 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 Japan K.K. is a related party within the meaning of section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI Listing Regulations.

The Company has entered into Contracts/arrangements/transactions with CommScope Japan K.K. ('CommScope Japan') during the financial year 2023-24. The Company would continue to carry out the existing Contracts/arrangements/transactions and/or would enter into new Contracts/arrangements/transactions with CommScope Japan in the ordinary course of business of the Company during the financial year 2024-25. 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.

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 CommScope Japan for sale of goods in the ordinary course of business of the Company and on an arm's length basis for an aggregate amount not exceeding Rs.1,500 lakhs during the financial year 2024-25.

The Audit Committee and the Board of Directors of the Company ("Board") at their respective meetings held on March 15, 2024, have granted approval for entering into Related Party Transactions with CommScope Japan for an aggregate amount up to Rs.1,500 lakhs during the financial year 2024-25. The Audit Committee and the Board of Directors have noted that the said transactions will be on an arm's length basis and in the ordinary course of business.

The Board is of the opinion that the proposed transactions with CommScope Japan are beneficial to the Company's business, operations and revenues and hence they are in the best interest of the Company and its Members.

**Details of the Material Related Party Transactions between the Company and CommScope Japan, including the information required to be disclosed pursuant to SEBI Master Circular no. SEBI/HO/CFD PoD2/CIR/P/2023/120 dated July 11, 2023:**

Sl.No.	Description	Details
1.	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 Japan K.K. (CommScope Japan). Relationship with the Company - Both CommScope Japan and ADC India Communications Limited are fellow subsidiaries of CommScope Holding Company, Inc.
2.	Type, material terms and particulars of the proposed transaction	The Company and CommScope Japan have entered into / propose to enter into Related Party Transactions up to an aggregate amount of Rs. 1,500 lakhs for FY 2024-25 for Sale of goods.
3.	Tenure of the proposed transaction	Undertaking transactions in the financial year 2024-25
4.	Value of the proposed transaction	Not exceeding Rs.1,500 Lakhs for FY 2024-25
5.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	10.50%

Sl.No.	Description	Details
6.	<p>(a) Details of the source of funds in connection with the proposed transaction</p> <p>(b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <ul style="list-style-type: none"> <li>• nature of indebtedness</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul> <p>(c) Where any financial indebtedness is incurred to make or give loans</p> <p>(d) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured (nature of security) or unsecured</p> <p>(e) Purpose for which funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not Applicable, as the transaction does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company.
7.	Justification as to why the RPT is in the interest of the Company	The proposed transactions are beneficial to the Company's business, operations and revenues and hence they are in the best interest of the Company.
8.	Valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction	Not Applicable
9.	Any other information that may be relevant	The Company commenced transactions with CommScope Japan in FY 2023-24. The estimated value of these transactions in FY 2023-24 is Rs.1,122.00 lakhs.

The Members may note that in terms of the provisions of the SEBI Listing Regulations no Related Party shall vote to approve this Ordinary Resolution, whether the entity is a Related Party to the particular transactions or not.

None of the Directors and Key Managerial Personnel and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No.5 of this Notice.

The Board recommends the Ordinary Resolution as set out in Item No.5 of this Postal Ballot Notice for the approval of the Members.

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

Sd/-

**R. Ganesh**

Company Secretary  
Membership No.: A2630

Place : Bangalore  
Date : March 15, 2024

## ANNEXURE TO POSTAL BALLOT NOTICE

**Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India**

<b>Name</b>	<b>Mr. J.N.Mylaraiah</b>	<b>Mr. Nagendra Venkaswamy</b>	<b>Mr. Harish Hasan Visweswara</b>
DIN	06675260	02404533	08742808
Date of Birth	February 23, 1973	December 18, 1957	January 03, 1963
Age (in years)	50 years	66 years	61 years
Date of First Appointment on the Board	September 6, 2013	February 10, 2024	March 15, 2024
Qualifications	Bachelor's degree in mechanical engineering and Executive General Management from India Institute of Management, Bangalore	Graduate of BITS Pilani and IIM Bangalore	Bachelor of Engineering (Mechanical), Post Graduate Diploma in Management (IIM Calcutta) and Advanced Management Program (Harvard Business School)
Experience and expertise in specific functional area	Sales & Marketing, General Management, Financial & Risk management, Industry & Sector experience, Governance and Regulatory aspects	Strategic Leadership & General Management, Global Business & International expertise, Operations Management, Finance and Manufacturing	Finance, Banking, Governance, Valuation, Investment Banking, Consulting and Strategy
Shareholding in the Company	Nil	Nil	Nil
Terms and conditions of appointment/re-appointment	Re-appointment as the Managing Director for a period of five years with effect from April 1, 2024 upto March 31, 2029 and not liable to retire by rotation	Appointment as an Independent Director for a period of five years with effect from February 10, 2024 up to February 9, 2029 and not liable to retire by rotation	Appointment as an Independent Director for a period of five years with effect from March 15, 2024 up to March 14, 2029 and not liable to retire by rotation
Details of remuneration last drawn	Rs. 70.19 lakhs	Sitting fees for attending meetings of Board of Directors	Nil
Details of proposed remuneration	Rs. 72.39 lakhs	Sitting fees as approved by the Board of Directors of the Company	Sitting fees as approved by the Board of Directors of the Company
Number of meetings of the Board attended during the financial year 2023-24	5 of 5	1 (Number of Board Meeting entitled to attend)	Not Applicable

Name	Mr. J.N.Mylaraiah	Mr. Nagendra Venkaswamy	Mr. Harish Hasan Visweswara
Relationships with other Directors and Key Managerial Personnel	None	None	None
Membership/ Chairmanship of the committees of Board of Directors of the Company	Member of the Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) Committee	Nil	Nil
Directorships of other Boards	Nil	Nil	1. Suprajit Engineering Limited 2. Shetron Limited 3. Wildcraft India Limited 4. Karnataka Bank Limited 5. ECube Investment Advisors Private Limited
Membership/ Chairmanship of committees of other Boards	Nil	Nil	<b>Suprajit Engineering Limited</b> Audit Committee-Member Nomination and Remuneration Committee-Member <b>Shetron Limited</b> Audit Committee-Chairman Stakeholders Relationship Committee – Member Nomination and Remuneration Committee-Member <b>Karnataka Bank Ltd</b> Audit Committee-Member Risk and Capital Management Committee-Member <b>Wildcraft India Ltd</b> Nomination and Remuneration Committee-Member CSR Committee - Member



Name	Mr. J.N.Mylaraiah	Mr. Nagendra Venkaswamy	Mr. Harish Hasan Visweswara
Listed entities in India from which the person has resigned as Director in the past three years	Nil	Nil	Nil