

### 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 OF THE 37TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY-SEVENTH ANNUAL GENERAL MEETING ("AGM") of the Members of ADC India Communications Limited ("the Company") will be held on Friday, August 8, 2025 at 11.00 a.m. (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.

2. To confirm Interim Dividend of Rs. 25/- per equity share and to declare a final dividend of Rs. 5/- per equity share of face value of Rs. 10/- each for the Financial Year 2024-25.

3. To appoint a Director in place of Mr. Rakesh Kishore Bhanushali (DIN:07220290), who retires by rotation and being eligible, offers himself for reappointment.

#### SPECIAL BUSINESS

4. Re-appointment of Ms. Vijaya Latha Reddy (DIN: 06778078) as an Independent Director of the Company for a second term of five (5) years commencing from September 16, 2025 up to September 15, 2030.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulations 17, 25(2A) and any other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Vijaya Latha Reddy (DIN: 06778078), Independent Director of the Company, who holds office up to September 15, 2025 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years commencing from September 16, 2025 up to September 15, 2030 (both days inclusive), not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations, the consent of the Members of the Company be and is hereby accorded to continue the directorship of Ms. Vijaya Latha Reddy (DIN: 06778078) who will attain the age of seventy five (75) years on April 4, 2026, as an Independent Director of the Company till the expiry of her term of office.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

# 5. Appointment of M/s. V Sreedharan and Associates as the Secretarial Auditors of the Company for a period of five (5) years.

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Section 204 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, M/s. V Sreedharan and Associates, Company Secretaries (Firm Registration No. P1985KR14800) be and are hereby appointed as the Secretarial Auditors of the Company for a period of five consecutive years commencing from FY 2025-26 until FY 2029-30, on such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

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

	R. Ganesh
Place: Bangalore	Company Secretary
Date: May 27, 2025	ACS 2630

**Registered Office:** No.10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bangalore – 560 058.

#### NOTES:

- 1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out all material facts in respect of special businesses set out at Item No. 4 & 5 of the Notice is annexed hereto.
- The Ministry of Corporate Affairs ("MCA") vide its 2. General Circular No. 09/2024 dated September 19, 2024, has permitted companies to conduct their Annual General Meeting through Video Conferencing/ Other Audio-Visual Means upto 30th September 2025, in accordance with the requirements laid down in para 3 and 4 of the MCA General Circular No.20/2020 dated May 5, 2020 ("MCA Circulars"). The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has also provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), MCA Circulars, SEBI Circular and the SEBI Listing Regulations, the 37th Annual General Meeting ("37th AGM" or "AGM" or "Meeting") of the Members of the Company is

being conducted through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue. The Deemed Venue for the 37th AGM will be the Registered Office of the Company.

- 3. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company ("KFintech" or "RTA")) for providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and for e-voting during the AGM.
- 4. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being conducted through VC / OAVM pursuant to aforesaid MCA & SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip, and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC/OAVM, participate thereat and cast their votes through e-voting.
- 5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6. In accordance with the MCA Circulars and SEBI Circular, the Notice of AGM and the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depositories/RTA, unless a Member has specifically requested for a physical copy of the same. Members may note that the Notice of AGM and Annual Report for FY 2024-25 will also 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 KFin at https://evoting.kfintech. com. Any Member desirous of obtaining physical copy of the Notice of AGM and Annual Report may send a request to the Company's e-mail id viz., support@adckcl.com mentioning their Folio number / DP ID and Client ID.
- 7. The Register of Members and the Share Transfer Books of the Company will remain closed from



Saturday, August 2, 2025 to Friday, August 8, 2025 (both days inclusive) for ascertaining entitlement of Members eligible to receive the Final Dividend, if declared in the meeting.

- 8. The final dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable within 30 days from the date of declaration to those Members:
  - a. whose names appear in the Register of Members of the Company as of the close of business hours on Friday, August 1, 2025.
  - whose names appear as Beneficial Owners in the list of Beneficial Owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited as of the close of business hours on Friday, August 1, 2025.
- 9. Members may note that the bank account details furnished by the Depositories and the bank account details maintained by the RTA will be considered for payment of dividend to Members electronically.

Members holding shares in physical form are requested to submit particulars of their bank account in Form ISR 1 along with the original cancelled cheque bearing the name of the Member to KFintech to update their bank account details.

Members holding shares in demat form are requested to update their bank account details with their respective Depository Participant ("DP"). The Company or KFintech cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members are requested to ensure that their bank account details in their respective demat accounts are updated, to enable the Company to provide timely credit of dividend in their bank accounts.

10. As per SEBI directives, Members holding shares in physical form, whose folio(s) are not updated with any of the KYC details viz., PAN, Contact Details, Mobile Number, Bank Account details, Nomination and Specimen signature will only be eligible for any payment including dividends through electronic mode from April 1, 2024. Therefore, Members holding shares in physical form are requested to update their KYC details by writing to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com with appropriate ISR Forms to ensure receipt of dividends. The forms for updating the KYC details are available on the Company's website under Investor www.adckcl.com at Relations section or https://ris.kfintech.com/ clientservices/isc/default.aspx.

11. Effective April 1, 2020, dividend income is taxable in the hands of the shareholders, and the Company is required to deduct tax at source ("TDS") from the amount of dividend paid to shareholders at the prescribed rates. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category as per the IT Act with their Depository Participant(s) (in case shares are held in dematerialized mode) and with KFin (in case shares are held in physical mode).

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to einward.ris@kfintech.com on or before Friday, July 18, 2025. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2025-26 does not exceed INR 10,000/-. Members may note that in case PAN is not updated with the Depository Participant/ RTA, the tax will be deducted at a higher rate of 20%.

Non-resident Members can avail beneficial tax rates under Double Tax Avoidance Agreement ("DTAA") i.e. tax treaty between India and their country of residence. Non-resident Members are required to provide details on applicability of beneficial tax rates and provide the following documents:

- a. Self-attested copy of PAN card, if any, allotted by Indian Income Tax Authorities.
- b. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax

authorities of the country of residence of the Member, valid for the Financial Year 2025-26 (covering the period from 1st April 2025 to 31st March 2026).

- c. Completed and duly signed Form 10F in electronic format submitted on income tax portal. Pursuant to Notification No. 03/2022 dated July 16, 2022, of the Central Board of Direct Tax (CBDT), it has been mandated for non-resident to issue Form 10F in electronic format (To be obtained through e-filing portal of income tax website) duly verified in manner as prescribed in the said Notification.
- d. Self-declaration by the non-resident Member of meeting the DTAA eligibility requirements and satisfying beneficial ownership requirement (Non-resident having PE in India need to comply with the provisions of section 206AB of the Act).
- e. In case of Foreign Institutional Investors and Foreign Portfolio Investors, selfattested copy of the registration certificate issued by the Securities and Exchange Board of India.
- f. Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.

The Members are required to provide above documents/declarations by sending an E-mail to einward.ris@kfintech.com on or before Friday, July 18, 2025. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 196D of the Income Tax Act @20% plus applicable Surcharge and Cess or at the rate as per the relevant DTAA, whichever is beneficial.

12. Members are requested to note that pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with relevant circulars and amendments thereto, dividends remaining unpaid/unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ("IEPF") established under Section 125 of the Act. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF Authority.

Pursuant to the above-mentioned provisions, during the financial year 2024-25, the unclaimed dividend amount of Rs. 3,47,916/- pertaining to the financial year ended March 31, 2017, was transferred to IEPF. Further, 1400 equity shares on which dividend remained unpaid/ unclaimed for seven consecutive years was transferred to designated demat account of the IEPF Authority during the financial year 2024-25 after following the procedure prescribed under the IEPF Rules.

The Members / claimants whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov. in) along with requisite fees. The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

13. Members who have not yet claimed the dividend from the financial year ended March 31, 2018, onwards are requested to submit their claims to Company's Registrar and Share Transfer Agent. It may be noted that once the unclaimed dividend is transferred to IEPF, no claim shall rest with the Company in respect of such dividend.

The details of unpaid/unclaimed dividends are available on the Company's website at www. adckcl.com and IEPF website at www.iepf. gov.in. Members are requested to contact Company's RTA, KFin Technologies Limited, Unit: ADC India Communications Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 to claim the unpaid/ unclaimed dividends.

The unclaimed dividends from the financial year ended March 31, 2018, must be claimed as early as possible failing which it would be transferred to IEPF as per the dates mentioned hereinbelow:



Financial Year	Date of Declaration	Due date for transfer to IEPF
2017-18	July 25, 2018	August 31, 2025
(Dividend)		
2018-19	October 29,	November 5, 2025
(Interim Dividend)	2018	
2018-19	July 19, 2019	September 4, 2026
(Final Dividend)		
2019-20	August 27,	October 3, 2027
(Dividend)	2020	
2020-21	July 30, 2021	September 5, 2028
(Dividend)		
2021-22	July 29, 2022	September 4, 2029
(Dividend)		
2022-23	July 31, 2023	September 6, 2030
(Dividend)		
2023-24	August 9,	September 15,
(Dividend)	2024	2031

It is in the Member's interest to opt for Electronic Clearing Service so that dividends paid by the Company are credited to the Member's account on time.

- 14. Pursuant to the provisions of section 72 of the Act read with Rules made thereunder, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 to KFintech. The nomination form can be downloaded from the Company's website www.adckcl.com under Investor Relations section. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
- 15. Members may note that in accordance with SEBI Circular No. SEBI/HO/OIAE/OIAE IAD-1/P/CIR/2023/131 dated July 31, 2023, the Company is registered on the SMART ODR Portal (Securities Market Approach for **Resolution through Online Disputes Resolution** Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Post exhausting the option to resolve their grievances with the Company and RTA directly and through the existing SCORES platform, Members can initiate dispute resolution through the ODR Portal. Members can access the SMART ODR Portal via the following link: https://smartodr. in/login. Members may feel free to utilize this

online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company & RTA.

16. As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialised form with effect from April 1, 2019. Further, SEBI vide its notification dated January 25, 2022, has mandated listed companies to issue securities in dematerialised form while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificates, endorsement, subdivision /splitting of securities certificates, consolidation of securities certificates/folios, transmission and transposition. In view of the above and to eliminate risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFintech to seek guidance in the demat procedure.

- 17. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA of any change in their address and/ or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.
- 18. Members are requested to address all correspondence relating to shares and

dividends 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, Hyderabad-500 032 or write to them at their email id: einward.ris@kfintech.com.

- 19. 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.
- 20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under section 189 of the Act shall be made available electronically for inspection by the Members during the AGM. Documents referred to in the Notice of AGM and explanatory statement, will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM i.e. August 8, 2025. Members seeking to inspect such documents can send an e-mail to support@adckcl.com mentioning their Folio No./DP ID and Client ID.
- 21. Details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment/ re-appointment at this AGM are provided in the annexure to this Notice of AGM.
- 22. Instructions for attending the AGM through VC / OVAM, Remote e-Voting and Voting at the AGM are given below:

# A. Instructions for attending the AGM through VC/OAVM

i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from KFintech. After logging in, click on the Video Conference tab and select the EVEN ("E-voting Event Number") of the Company. Click on the video symbol and accept the meeting etiquette to join the meeting. 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.

- ii. Facility for joining the AGM through VC/ OAVM shall open 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/ OAVM.
- v. Members connecting from Mobile Devices or Tablets or through Laptops via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. **Post your Question:** Members having any questions or query in relation to items of businesses as set out in the Notice of the AGM, are requested to send an email from their registered email address to the Company Secretary of the Company on the Company's email address: support@adckcl.com on or before Tuesday, August 5, 2025 to enable the Management to keep the information ready.

Alternatively, 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 Sunday, August 3, 2025 at 9:00 a.m. and close on Tuesday, August 5, 2025 at 5:00 p.m.

vii. **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 Sunday, August 3, 2025 at 9:00 a.m. and close on Tuesday, August 5, 2025 at 5:00 p.m. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members are requested to share their questions, if any, in advance on support@adckcl.com.

- viii. Institutional Members are encouraged to participate in the AGM through VC / OAVM and vote at the AGM.
- ix. Members who need any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800 309 4001 or write to them at evoting@kfintech.com.

#### B. Instructions for Remote e-voting

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. 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 remote e-voting services provided by KFintech, on all the resolutions set forth in this Notice.
- ii. The remote e-voting period commences at 9:00 a.m. IST on Monday, August 4, 2025 and ends at 5:00 p.m. (IST) on Thursday, August 7, 2025. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 1, 2025, may cast their vote electronically in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iii. The voting rights of Members shall be in proportion to their share of the paid-up equity

share capital of the Company as on the cut-off date i.e., Friday, August 1, 2025.

- iv. Any person holding shares in physical form and non- individual Members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- v. In case of Individual Members holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for individual Shareholders holding securities in demat mode."
- vi. 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 shares in demat mode.
  - Step 2: Access to KFintech e-voting system in case of Shareholders holding shares in physical mode and non-individual Shareholders holding securities in demat mode.

# Step 1: Login method for remote e-voting for individual Shareholders holding securities in demat mode:

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP), thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email ID with their DPs to access e-voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol> <li>User already registered for IDeAS facility:         <ol> <li>Visit URL: https://eservices.nsdl.com</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> </li> <li>User not registered for IDeAS e-Services         <ol> <li>To register click on link: https://eservices.nsdl.com</li> <li>Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp</li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point 1.</li> </ol> </li> <li>Alternatively, by directly accessing the e-Voting website of NSDL         <ol> <li>Open URL: https://www.evoting.nsdl.com/</li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting page for casting your vote during the remote e-Voting page for casting your vote during the remote e-Voting page for casting your vote during the remote e-Voting page for casting your vote during the remote e-Voting page for casting your vote during the remote e-Voting page for casting your vote during the remo</li></ol></li></ol>
Individual Shareholders holding securities in demat mode with CDSL	<ul> <li>1. Existing user who have opted for Easi / Easiest <ol> <li>Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com</li> <li>Click on New System Myeasi.</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol> </li> </ul>



Type of Shareholders	Login Method
	<ul> <li>2. User not registered for Easi/Easiest <ol> <li>Option to register is available at https://web.cdslindia.com/myeasitoken/home/login</li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point 1.</li> </ol> </li> <li>3. Alternatively, by directly accessing the e-Voting website of CDSL <ol> <li>Visit URL: www.cdslindia.com</li> <li>Provide your demat Account Number and PAN No.</li> </ol> </li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.</li> </ul>
Individual Shareholders login through their demat accounts / Website of Depository Participant	<ul> <li>i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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 they can see e-voting feature.</li> <li>iii. Click on options available against company name or e-Voting service provider - KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</li> </ul>

**Important Note:** Members who are unable to retrieve User ID / Password are advised to use Forget user ID and Forget Password option available at respective websites.

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

Login Type	Helpdesk Details
Securities held in demat mode with NSDL	Members can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 – 4886 7000
Securities held in demat mode with CDSL	Members can contact CDSL helpdesk by sending a request at helpdesk.evoting@ cdslindia.com or contact at toll free no.1800- 21-09911

#### 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 KFintech which will include details of E-Voting Event Number (EVEN), User ID and password. They will 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). In the case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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, e-mail ID etc., on 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" i.e., "ADC India Communications Limited-AGM" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. 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 folio / 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 have voted on the resolution(s), 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 the Resolution(s).
- xii. Corporate /Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id pbk@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 37th Annual General Meeting".

#### C. Instructions for voting at the AGM

- i. Members, who are present in the AGM through VC/OAVM and have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system (Instapoll) available during the AGM.
- ii. E-voting during the AGM is integrated with the VC/OAVM Platform, and no separate login is required for the same. The Members may click on the voting icon displayed on the screen to cast their votes.
- iii. Members who have already cast their votes by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again at the meeting.
- iv. A Member can opt for only 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 AGM shall be treated as invalid.

#### D. Other Instructions/Information

i. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective DP.

Members holding shares in physical mode are requested to update their email addresses with KFintech by following the process detailed below:

Members holding shares in physical mode are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16th, 2023, all Members holding shares in physical mode shall register the e-mail ID, mobile number, postal address with PIN code for their corresponding folio numbers. Members can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/ default.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a. Through 'In Person Verification' (IPV): The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b. Through Post: Hard copies which are self-attested, can be sent to the address below

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032

c. Through electronic mode with e-sign service through the link: https:// ris.kfintech.com/clientservices/isc/ default.aspx#

Detailed FAQ can be found on the link: https:// ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the Demat Account is being held.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 11, 2025, have been considered for sending the Notice of AGM and Annual Report for FY 2024-25. In case a person becomes a Member of the Company after Friday, July 11, 2025 and who holds shares as on the cut-off date i.e., Friday, August 1, 2025, may obtain the User ID and Password in the manner as mentioned below:
  - a. 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 No. 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

- b. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of https://evoting.kfintech.com the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. 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. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on https://evoting.kfintech.com or call KFin Toll Free No. 1800 309 4001.
- iii. In case of any query and/or grievance on e-voting, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user available at the download section of https:// evoting.kfintech.com or contact Mr. Premkumar Maruturi, Senior Manager - Corporate Registry at

evoting@kfintech.com or call KFintech's toll free No. 1800 309 4001 for any further clarifications.

- iv. The Members, whose names appear in the Register of Members or in the list of Beneficial Owners maintained by the Depositories as on Friday, August 1, 2025, 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.
- v. The Board of Directors has appointed Mr. Pradeep B Kulkarni (Membership No. FCS 7260, CP No. 7835) or failing him, Mr. V. Sreedharan (Membership No. FCS 2347, CP No. 833), Partners, V Sreedharan and Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. The scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock and count the votes cast at the AGM and votes cast through remote e-voting and within a period not exceeding two working days from the conclusion of the meeting, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized him in writing, who shall countersign the same.
- vii. The Results shall be declared either by the Chairman or the person authorized by him, and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour thereof.
- viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adckcl.com and on the website of KFintech https://evoting.kfintech.com. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

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

The following statement sets out all material facts relating to Item Nos. 4 & 5 of the accompanying Notice.

#### Item No.4

Ms. Vijaya Latha Reddy was appointed as an Independent Director of the Company at the 33rd Annual General Meeting held on July 30, 2021, for a term of five (5) years from September 16, 2020 upto September 15, 2025.

Ms. Vijaya Latha Reddy is the Chairman of the CSR

Committee and a member of the Nomination and Remuneration, Stakeholders Relationship and Risk Management Committee.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 27, 2025, approved the re-appointment of Ms. Vijaya Latha Reddy as an Independent Director of the Company for a second term of five (5) consecutive years commencing from September 16, 2025 upto September 15, 2030, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), subject to approval of the Members of the Company.

Ms. Vijaya Latha Reddy is the former Deputy National Security Adviser of India. Ms. Reddy was responsible for cybersecurity and other critical internal and external security issues. She is currently the Co-Chair of the Global Commission on the Stability of Cyberspace. She previously served as a Commissioner on the Global Commission on Internet Governance.

Ms. Vijaya Latha Reddy served in the Indian Foreign Service from 1975-2011. During her diplomatic career she served in Lisbon, Washington D.C., Kathmandu, Brasilia, Durban, Vienna and Bangkok. She served as Ambassador of India to Portugal (2004-2006) and to Thailand (2007-2009). She was Secretary (East) in the Ministry of External Affairs in Delhi (2010-2011) with overall charge of India's bilateral and regional relations with Asia. She was then appointed as India's Deputy National Security Advisor in the Prime Minister's Office from 2011-2013.

Ms. Vijaya Latha Reddy has extensive experience in foreign policy, and in bilateral, regional and multilateral negotiations. In addition, she has expertise on security and strategic issues and has worked on strategic technology policies, particularly on cyber issues relating to cyber security policy, international cyber cooperation and Internet governance.

Ms. Vijaya Latha Reddy is involved with several organizations and think-tanks, both globally and in India. She is currently, among other positions, serving as a Distinguished Fellow in the East West Institute in the US, the Observer Research Foundation in India, and the Centre for International Governance Innovation in Canada.

Ms. Vijaya Latha Reddy was earlier an independent director on the Board of the Jana Small Finance Bank. Ms. Reddy is the Chairperson of the Deccan



Heritage Foundation India, and is a Trustee of Bangalore Little Theatre, Kalavaahini Trust, and the International Institute for Art, Culture and Democracy.

As per Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect. Ms. Vijaya Latha Reddy will attain the age of 75 years on April 4, 2026, and hence, continuation of her directorship beyond the age of 75 years requires approval of Members by way of special resolution.

The Board of Directors is of the view that given the knowledge, background, experience and contributions made by Ms. Vijaya Latha Reddy during her tenure, it would be in the best interest of the Company to re-appoint Ms. Vijaya Latha Reddy as an Independent Director of the Company as her continued association would be be of immense benefit to the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Ms. Vijaya Latha Reddy for the office of a Director of the Company.

Ms. Vijaya Latha Reddy has conveyed her consent to act as an Independent Director of the Company for the second term. The Company has received a declaration from Ms. Vijaya Latha Reddy confirming that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations. The Company has also received other necessary disclosures and declarations from Ms. Vijaya Latha Reddy including the declaration that she is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Ms. Vijaya Latha Reddy has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Vijaya Latha Reddy fulfils the conditions specified in the Act, Rules thereunder and the SEBI Listing Regulations for reappointment as an Independent Director and that she is independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations, the re-appointment of Ms. Vijaya Latha Reddy as an Independent Director is now placed before the Members for their approval.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is set out in the "Annexure" to this Notice.

Except Ms. Vijaya Latha Reddy, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the of the accompany Notice.

The Board recommends the Special Resolution set out at item No.4 of the accompanying Notice for approval of the Members of the Company.

#### Item No.5

Pursuant to the provisions of Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Section 204 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, the Audit Committee and the Board of Directors at their respective meetings held on May 27, 2025 have approved subject to approval of Members, appointment of M/s. V Sreedharan and Associates, Company Secretaries (Firm Registration No.P1985KR14800) as the Secretarial Auditors of the Company for a period of five consecutive years commencing from FY 2025-26 until FY 2029-30.

M/s. V Sreedharan and Associates was constituted in the year 2008. From 1998 it was a sole proprietorship concern of Mr. V. Sreedharan. The firm has built a strong reputation for its integrity, depth of knowledge and consistent delivery of quality services. The Firm has been providing corporate law services, Advisory and Consulting over the past years. The firm is registered with ICSI and holds a valid Peer Review Certificate No.5543/2024 issued by ICSI. The firm was recognised by ICSI with a certificate of appreciation in 2021.

M/s. V Sreedharan and Associates has been the Secretarial Auditors of the Company and have demonstrated their experience and expertise in handling secretarial audits of the Company till date.

#### Terms and conditions of appointment

- a. Terms of appointment: Five consecutive years from FY 2025-26 to FY 2029-30
- b. Remuneration: Rs. 3,25,000/- (Rupees Three Lakhs Twenty-Five Thousand only) excluding GST and out-of-pocket expenses in connection with the secretarial audit for FY 2025-26

and for subsequent years of their term, such remuneration as determined by the Audit Committee and/or the Board of Directors.

The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee and will be determined by the Audit Committee and/or the Board of Directors

c. Basis of recommendation: The recommendations for the above appointment are based on the eligibility of the firm, qualification, experience and expertise of the Partners in providing Secretarial audit related services, firm's experience and based on the evaluation of the quality of audit work done by them in the past.

M/s. V Sreedharan and Associates have confirmed their eligibility and provided the necessary

documents, including the consent letter, peer review certificate and eligibility confirmation.

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

The Board recommends the Ordinary Resolution set out at item No.5 of the accompany Notice for approval of the Members of the Company.

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

	R. Ganesh
Place: Bangalore	Company Secretary
Date: May 27, 2025	ACS 2630

**Registered Office:** No.10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bangalore – 560 058.



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### ANNEXURE TO THE NOTICE OF AGM

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING** (Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Rakesh Kishore Bhanushali	Ms. Vijaya Latha Reddy
DIN	07220290	06778078
Date of Birth	June 19, 1975	April 5, 1951
Age (in years)	49 years	74 years
Date of First Appointment	June 17, 2023	September 16, 2020
Qualifications	Chartered Accountant	M.A. in English
Experience and expertise in specific functional area	Finance and General Management	Information Technology and General Management
Terms and conditions of appointment	Liable to retire by rotation	Re-appointment as an Independent Director not liable to retire by rotation for second term of 5 consecutive years with effect from September 16, 2025
Remuneration last drawn (in FY 2024-25)	Nil	Sitting Fee: Rs.7.00 Lakhs
Remuneration proposed to be paid	Nil	Sitting fees based on the number of meetings attended
Shareholding in the Company	Nil	Nil
Relationships with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
No. of Board Meetings attended during FY 2024-25	5 of 5	5 of 5
Directorships held in other public limited companies	Nil	Nil
Membership/Chairmanship of the committees in other public limited companies	Nil	Nil
Listed entities in India from which the person has resigned in the past three years	Nil	Nil

## INFORMATION AT A GLANCE

Particulars	Details
Day, Date and time of AGM	Friday, August 8, 2025 at 11.00 a.m. IST
Mode	Video Conference/Other audio-visual means
Link for participation through Video conferencing	https://emeetings.kfintech.com
Helpline number for VC participation and e-voting	Contact KFin Technologies Limited on 040-6716 2222 or call toll free 1800-309-4001
Email IDs for any assistance or support for VC participation and e-voting	evoting@kfintech.com, einward.ris@kfintech.com
Cut-off date for e-voting	Friday, August 1, 2025
E-voting start time and date	9:00 AM (IST) on Monday, August 4, 2025
E-voting end time and time	5:00 PM (IST) on Thursday, August 7, 2025
Link for remote e-voting	https://evoting.kfintech.com
Link for posting questions and speaker registration and period of registration	https://emeetings.kfintech.com and click on "post your questions"/ "Speaker registration" as the case maybe.
	Period of registration Sunday, August 3, 2025 (9:00 a.m. IST) upto Tuesday, August 5, 2025 (5:00 p.m. IST)
Book closure dates	From Saturday, August 2, 2025 to Friday, August 8, 2025 (both days inclusive)
Record date for the purpose of dividend	Friday, August 1, 2025
Dividend payment date	Within 30 days from the date of AGM
Name, address and contact details of Registrar and Share Transfer Agent (RTA)	KFin Technologies Limited Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032 Tel No.: +91 40 6716 2222 Toll Free No.: 1800 309 4001 Email address: einward.ris@kfintech.com Website: www.kfintech.com