



ADC/2025-26/37thAGM/8

August 12, 2025

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

Dear Sir/Madam,

Sub: Clarifications on Delayed Submission of Proceedings of the 37th Annual General Meeting of the Company

Ref: Scrip Code: 523411

We refer to the e-mail dated 11th August 2015 received from the Listing Compliance Monitoring Team of BSE Limited seeking clarifications for the delayed submission of the Proceedings of the 37th Annual General Meeting of the Company held on August 8, 2025.

In this regard, we wish to inform you that inadvertently there was a delay in submission of proceedings of the 37th Annual General Meeting within 12 hours from the time of conclusion of the Annual General Meeting in terms of Regulation 30(6) read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

We would like to state that the Company has been regular in adhering to the compliances under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. The delay was purely unintentional. Going forward we will ensure timely submission of the proceedings of the General Meetings.

Proceedings of the 37th Annual General Meeting held on August 8, 2025 filed earlier on August 9, 2025 is enclosed with this letter.

Yours faithfully,

For ADC India Communications Limited

RAMAMOO Digitally signed by
RTHY RAMAMOORTHY
GANESH GANESH
Date: 2025.08.12
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**R. Ganesh
Company Secretary**

**ADC India Communications Limited
CIN: L32209KA1988PLC009313**

**Regd. Office & Factory: No.10C, 2nd Phase, 1st Main, P.B.No. 5812, Peenya Industrial Area
Bangalore – 560 058. Tel +91 80 2839 6102 / 2839 6291
Email: support@adckcl.com Website: www.adckcl.com**



Summary of Proceedings of the 37th Annual General Meeting of ADC India Communications Limited

The 37th Annual General Meeting (AGM) of the Members of ADC India Communications Limited ('the company') was held on Friday, August 8, 2025, at 11.00 a.m. (IST) through video conferencing ('VC') and other audio-visual means (OAVM). The meeting was held in compliance with the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (SEBI).

MEMBER'S PRESENT

35 Members were present in the meeting through video conferencing or other audio-visual means.

DIRECTORS/KMP PRESENT IN THE MEETING

Sl. No.	Name of Director/KMP	Designation	Location of joining VC
1	Mr. Nagendra Venkaswamy	Chairman & Non-Executive - Independent Director	Bangalore
2	Mr. J.N. Mylaraiah	Managing Director	Bangalore
3	Ms. Vijaya Latha Reddy	Non-Executive - Independent Director	Bangalore
4	Mr. Harish Hassan Visweswara	Non-Executive - Independent Director	Bangalore
5	Mr. Rakesh Bhanushali	Non-Executive - Non-Independent Director	Goa
6	Mr. Jonathan Niall Murphy	Non-Executive - Non-Independent Director	Dublin, Ireland
7	Mr. Anandu Vithal Nayak	Chief Financial Officer	Bangalore
8	Mr. R. Ganesh	Company Secretary	Bangalore

OTHER REPRESENTATIVES PRESENT IN THE MEETING

Sl. No.	Name of the Officials	Designation	Location of joining VC
1	Mr. Pushkar Sakhalkar	Partner - Assurance Services, S R B C & CO LLP, Chartered Accountants - Statutory Auditors	Mumbai
2	Mr. Mukul Maheshwari	Manager- Assurance Services, S R B C & CO LLP, Chartered Accountants - Statutory Auditors	Mumbai
3	MR. Pradeep B. Kulkarni	Partner, V Sreedharan and Associates, Company Secretaries – Secretarial Auditors & Scrutinizer	Bangalore

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The meeting commenced at 11.00 a.m. (IST) and concluded at 12.15 p.m. (IST) (including the time allowed for e-voting at the AGM).

R. Ganesh, Company Secretary briefed the Members regarding the arrangements made for the AGM and shared the general instructions regarding participation in the meeting. He informed that the Annual General Meeting is being held through Video Conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. He further informed that there would be no voting by show of hands.

Mr. Nagendra Venkaswamy chaired the meeting. The Chairman thanked the Members for taking time out to attend the virtual meeting and welcomed the Members to the 37th Annual General Meeting of the Company. He introduced the Directors and Key Managerial Personnel present at the meeting. The requisite quorum being present, the Chairman called the meeting to order. With the consent of the Members present, the Notice of the 37th AGM and the Annual Report for the financial year 2024-25 were taken as read.

The Chairman delivered his speech followed by speech by Mr. J.N. Mylaraiah, Managing Director. Thereafter, the following items of business, as per the Notice of AGM dated May 27, 2025, were tabled at the meeting:

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

The chairman informed that the company has taken all necessary steps to provide the Members the facility to cast their vote electronically on the items of business being considered at the AGM.

R. Ganesh, Company Secretary, provided the summary of the statutory auditors' report and the secretarial audit report for the financial year ended March 31, 2025.

Members were provided a facility to ask questions or express their views on the aforesaid items of business. Questions raised by the Members were adequately answered by the Management of the Company.

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The Board of Directors of the Company had appointed Mr. Pradeep B. Kulkarni failing him, Mr. V. Sreedharan, Partners of M/s. V Sreedharan and Associates, Company Secretaries as the scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner. The Chairman authorised the Company Secretary to declare the results of voting based on the scrutinizer's report, intimate BSE Limited and display the same on the website of the Company.

The Chairman thanked all the Members, colleagues on the Board, auditors, and the management team for attending the meeting and declared the proceedings of the Annual General Meeting as closed.

RAMAMOORTHY GANESH Digitally signed by
RAMAMOORTHY
GANESH
Date: 2025.08.09
11:26:19 +05'30'

R. Ganesh
Company Secretary
Place: Bangalore
Date: August 9, 2025

ADC India Communications Limited
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