

## 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 the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**“MCA”**), in continuation to the circulars issued earlier in this regard (**“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**) 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), that the resolutions appended below is proposed to be passed by the Members of the Company through Postal Ballot (**“the Postal Ballot”**) only by way of remote e-voting (**“remote e-voting”/“ e-voting”**).

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof form part of this Postal Ballot Notice (**“the Notice”** or **“the Postal Ballot Notice”**). The Members may note that as per the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the below-mentioned transactions or not), shall not vote to approve the resolution set out in Item No.2 of the Notice.

In compliance with the MCA Circulars, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Rules, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants/ Depositories/ Registrar and Share Transfer Agent of the Company (RTA). Further the assent/ dissent of the Members on the resolutions proposed in this Notice will be considered only through the remote e-voting system.

The Company is providing remote e-voting facility to the Members of the Company to cast their votes electronically. For this purpose, the Company has engaged the services of KFin Technologies Limited (**“KFintech”**) to provide remote e-voting facility to the Members. The procedure and instructions for remote e-voting are provided in this Postal Ballot Notice.

The remote e-voting period commences at 09.00 a.m. IST on Thursday, April 03, 2025, and ends at 05.00 p.m. IST on Friday, May 02, 2025. The e-voting facility will be disabled by KFintech immediately after 05.00 p.m. IST on Friday, May 02, 2025 and voting will not be allowed beyond the said date and time.

Members desiring to exercise their votes 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 the Notice.

The Board of Directors of the Company 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 of V Sreedharan and Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

The Scrutinizer will submit his Report to the Chairman of the Company, or any other person authorised by him upon completion of scrutiny of the votes cast through remote e-voting. The results of the e-voting will be announced within two working days from the conclusion of e-voting period i.e. on or before Tuesday, May 06, 2025. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Friday, May 02, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The results of the Postal Ballot will be displayed on the Company's website at [www.adckcl.com](http://www.adckcl.com), on the website of KFinTech at <https://evoting.kfintech.com> and communicated to BSE Limited, where the equity shares of the Company are listed.

## Resolutions

### Item No.1: Appointment of Mr. Jonathan Niall Murphy (DIN:10057273) as Non-Executive Non-Independent Director

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

**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company, and upon recommendation/ approval of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Jonathan Niall Murphy (DIN:10057273), who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company with effect from February 07, 2025 and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds matters and things as may be necessary, proper or expedient to give effect to this resolution.

### Item No.2: Material Related Party Transactions with CommScope India Private Limited

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

**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**the Listing Regulations**"), the applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof ("the Act") and the rules framed thereunder, the Policy on Related Party Transactions of the Company and the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into and/or continuing to enter into contracts/transactions/ arrangements (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with CommScope India Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of purchase of goods, sale of products and payment of sales promotion expenses on such terms and conditions as may be agreed by the Company with CommScope India Private Limited, such that during the financial year ending on March 31, 2026, the aggregate value of all such transactions with CommScope India Private Limited does not exceed Rs.10,100 lakhs, provided that the said transactions shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby 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 to settle any question, difficulty or doubt that may arise in giving effect to this resolution in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorized to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

Sd/-

**R. Ganesh**

Company Secretary  
Membership No.: A2630

Place : Bangalore  
Date : March 25, 2025

**Registered Office**

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

**NOTES:**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons for the proposed resolutions is appended hereto.
2. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appears in the Register of Members or in the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose email addresses are registered with the Company/ Depository Participants/ Depositories/ Registrar and Share Transfer Agent of the Company as on Friday, March 28, 2025 (**‘the Cut-Off Date’**).
3. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Postal Ballot Notice is not being sent to the Members. However, please note that Members who have not received this Notice due to non-registration of their e-mail addresses with the Company/ Depository Participants/ Depositories/ RTA, are also entitled to vote on the resolutions as set out in this Notice. The communication of assent or dissent of the Members would only take place through remote e-voting system.
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 on the website of KFintech at <https://evoting.kfintech.com>.
5. Members who have not registered/updated their email addresses are requested to register/update the same as per the following procedure:
  - i. Members holding shares in physical form are requested to register/update their email addresses by writing to KFintech at [einward.ris@kfintech.com](mailto: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 e-mail addresses with their respective Depository Participants (DPs) as per the process recommended by the DP.
  - iii. In case of queries with respect to the aforesaid process, Members are requested to write to [ris@kfintech.com](mailto:ris@kfintech.com) or call at the toll-free number 1800 309 4001.
6. The Voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date. Only those Members whose names appears in the Register of Members of the Company or in the list of Beneficial Owners as on the Cut-Off Date shall be entitled to vote on the resolutions set out in this notice. A person who is not a Member as on the Cut-Off Date should treat this Postal Ballot Notice for information purpose only.
7. The remote e-voting period commences at 9:00 a.m. IST on Thursday, April 03, 2025, and ends at 5.00 p.m. IST on Friday, May 02, 2025. The remote e-voting module shall be disabled by KFintech for voting thereafter.
8. During the remote e-voting period, Members can login at the 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.
9. **Procedure and Instructions for remote e-voting:**
  - i. In compliance with the provisions of Sections 108 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, the Members are provided with the facility to cast their votes electronically, through the remote e-voting services provided by KFintech, on the resolutions set forth in this Notice.
  - ii. 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 Members holding securities in demat mode.

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

**Step 1: Login and e-voting method for individual Members 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.

Login method for individual Members holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Members holding securities in demat mode with NSDL	<p><b>1. User already 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 (i.e. ADC India Communications Limited) or e-Voting service provider (i.e. KFintech). The Member will be re-directed to KFintech’s website for casting their 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>Follow steps given in point 1 above.</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. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>On successful authentication, Member 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, member will be redirected to e-voting page of KFintech for casting their vote during the remote e-Voting period.</li> </ol>
Individual Members 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>Visit <a href="https://web.cdslindia.com/myeasitokenHome/Login">https://web.cdslindia.com/myeasitokenHome/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on ‘Login to – My Easi’ (under Quick links).</li> <li>Login with your user id and password.</li> <li>The Member will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>Click on the e-voting service provider name (i.e. KFintech) to cast the vote.</li> </ol>

Type of Shareholders	Login Method
Individual Members holding securities in demat mode with CDSL	<p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point 1 above.</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 Demat Account Number and PAN.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>After successful authentication, Member will be provided links for the respective e-voting Service Provider i.e. KFintech and Member will be re-directed to the e-voting page of KFintech to cast the vote without any further authentication.</li> </ol>
Individual Members holding securities in demat mode - Login through their demat account/website of respective Depository Participants (DP)	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DP registered with NSDL /CDSL for e-Voting facility.</li> <li>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>Click on options available against company name or e-Voting service provider - KFintech and Member will be redirected to e-Voting website of KFintech for casting their 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 on the 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 with NSDL	Members can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Members can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43



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**Step 2: Login and e-Voting method for Members other than individuals holding securities in demat mode and for Members holding securities in physical mode.**

- A. Members whose email IDs are registered with the Company/ RTA/ Depository Participant(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:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by Folio Number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - After entering these details appropriately, click on "LOGIN".
  - 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.
  - You need to login again with the new credentials.
  - On successful login, the system will prompt you to select the "EVEN" of "ADC India Communications Limited" and click on "Submit".
  - 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 shall 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.
  - Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folio/ demat accounts.
  - 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.
  - You may then cast your vote by selecting an appropriate option and click on "Submit".
  - 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).
- B. Members whose e-mail addresses are not yet registered with the Company/Depository Participants and consequently have not received the email communication from KFintech with e-voting login credentials are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Note No.5 of this Notice.

**Other Instructions for remote e-voting**

- A. 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(s) to cast their votes 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](mailto:pbk@sreedharancs.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [support@adckcl.com](mailto:support@adckcl.com).
- B. Any Member who has not received/forgotten the User ID and Password may obtain/generate/retrieve the same from KFintech in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD followed by 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>1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://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. It is strongly recommended to Members that they do not share their password with any other person and take utmost care to keep the password confidential.
- D. In case of any query, clarification(s) and/or grievance(s) in respect of remote e-voting, please refer the “HELP” and “FAQs” sections available at the bottom of the webpage of KFintech’s website: <https://evoting.kfintech.com> or call KFintech on toll free number 1800 309 4001 or send an e-mail to [evoting@kfintech.com](mailto:evoting@kfintech.com). Members may also contact Mr. Premkumar Maruturi, Senior Manager - Corporate Registry, KFin Technologies Limited (Unit: ADC India Communications Limited), Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad-500 032 at the e-mail id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
10. The Board of Directors of the Company 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 of V Sreedharan and Associates, Company Secretaries, as the Scrutinizer (Scrutinizer) for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.
11. The Scrutinizer, after the completion of scrutiny of the e-voting, shall make a report of the votes cast in favour or against, if any, and submit his report to the Chairman or any other person authorised by the Chairman. The result of the e-voting by Postal Ballot will be announced on or before 5.00 p.m. IST on Tuesday, May 06, 2025 and will also be displayed on the website of the Company at [www.adckcl.com](http://www.adckcl.com), on the website of KFintech at <https://www.evoting.kfintech.com> and communicated to BSE Limited, where the equity shares of the Company are listed.
12. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting, i.e., Friday, May 02, 2025. Further the resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a general meeting of the Members.
13. All documents referred to in this Postal Ballot Notice will be available for inspection electronically on all working days from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [support@adckcl.com](mailto:support@adckcl.com) from their registered email address mentioning their names, folio numbers, DP ID and Client ID during the above period.

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

### **Item No. 1**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (“Board”) of the Company, at its meeting held on February 7, 2025, approved the appointment of Mr. Jonathan Niall Murphy (DIN:10057273) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company w.e.f. February 07, 2025 subject to the approval of the Members of the Company.

Mr. Jonathan Niall Murphy has given his consent to act as a director of the Company and submitted the required declarations to the Company confirming that (i) he is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 (‘Act’); and (ii) he is not debarred from holding office of director pursuant to any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority.



The Company has also received a notice under section 160 of the Act from a Member the candidature of Mr. Jonathan Niall Murphy as a Director of the Company.

Mr. Jonathan Niall Murphy (DIN:10057273) born on November 9, 1982, is an Irish National. He is a lawyer by profession with Master of Laws (LLM) qualification.

He joined CommScope EMEA Limited, Dublin, Ireland in September 2008. He has held various positions in CommScope EMEA Limited such as Contract Specialist/ Trainee Solicitor, Compliance Attorney, Commercial Attorney and Regional Attorney. Currently he is the Assistant General Counsel, international. He has over 16 years of work experience as an Attorney. Mr. Jonathan Niall Murphy is presently on the Board of various CommScope Companies world over.

The Board is of the view that Mr. Jonathan Niall Murphy has the requisite skills, experience and expertise in functional areas viz. Legal and Governance. The Board believes that his association would be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No.1 of this Notice for approval of the Members.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations'), the consent of members for appointment of Board member is to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought for the appointment of Mr. Jonathan Niall Murphy as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, by way of this Postal Ballot.

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

Except Mr. Jonathan Niall Murphy and his relatives, none of the Directors and Key Managerial Personnel and their respective relatives is concerned or interested in the resolution set out at Item No.1 of the Notice.

The Board recommends the resolution set out in Item No.1 for the approval of the Members.

## **Item No. 2**

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") all material related party transactions require prior approval of the shareholders through ordinary resolution.

A related party transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The said limits are applicable, even if the transactions are in the ordinary course of business of the company concerned and at 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 Listing Regulations.

The transactions between the Company and CommScope India Private Limited are in the nature of purchase of goods, sale of products and payment of sales promotion expenses.

The Company has been undertaking transactions of similar nature in the past in the ordinary course of business and on arm's length basis after obtaining requisite approvals of the Audit Committee of the Company and of the Shareholders of the Company. The annual value of the transactions with CommScope India Private Limited are estimated on the basis of the Company's current transactions with them and future business prospects.

The annual value of the transactions of the Company with CommScope India Private Limited that are in the nature of purchase of goods, sale of products and payment of sales promotion expenses during the financial year ending March 31, 2026 (FY 2025-26) is estimated at Rs. 10,100 lakhs.

Since the estimated aggregate value (Rs. 10,100 lakhs) of all transactions of the Company with CommScope India Private Limited during the financial year ending March 31, 2026 (FY 2025-26) is exceeding the materiality threshold (10% of the annual consolidated turnover of the Company as per the last audited financial statements

of the Company), such transactions will qualify as material related party transactions in terms of Regulation 23 of the Listing Regulations and accordingly approval of the shareholders is sought for these transactions.

The Audit Committee has been provided with the relevant details in respect of the proposed transactions with CommScope India Private Limited. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the transactions that are in the nature of purchase of goods, sale of products and payment of sales promotion expenses with CommScope India Private Limited during the financial year ending March 31, 2026. The Audit Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Accordingly, based on the review and approval of the Audit Committee, the Board of Directors ("Board") recommends the resolution contained in Item No. 2 of the accompanying Notice to the shareholders for approval.

**Details of the Material Related Party Transactions pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:**

Sl.No.	Particulars	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 India Private Limited  CommScope India Private Limited and ADC India Communications Limited are fellow subsidiaries of CommScope Holding Company, Inc.
2.	Type, material terms and particulars of the proposed transaction	The proposed related party transactions are for Purchase of goods, Sale of products and Payment of sales promotion expenses.
3.	Tenure of the proposed transaction	The related party transactions with CommScope India Private Limited are continuing business transactions and approval of the Members is being sought for transactions for financial year 2025-26.
4.	Value of the proposed transaction	The monetary value of the transactions mentioned at point (2) above is estimated to be as follows:  Purchase of goods – Rs.9,300 Lakhs  Sale of products – Rs. 500 Lakhs  Payment of sales promotion expenses – Rs. 300 lakhs
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	57.00% of Annual Turnover of FY 2023-24.
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	Not Applicable, as the transaction does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company.

Sl.No.	Particulars	Details
	<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>	
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 and its Members.
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	<p>The Company has entered into similar transactions with CommScope India Private Limited in the previous years. The value of these transactions in the last three financial years are as follows:</p> <ul style="list-style-type: none"> <li>a. FY 2021-22-Rs.5,388.27 lakhs</li> <li>b. FY 2022-23-Rs.6,298.56 lakhs</li> <li>c. FY 2023-24-Rs.6,900.82 lakhs</li> </ul>

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve the resolution set out in Item No.2 of the Notice.

None of the Directors and Key Managerial Personnel and their respective relatives is concerned or interested in the resolution set out in Item No.2 of the Notice.

The Board recommends the resolution set out in Item No.2 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 25, 2025

**Registered Office**

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

## ANNEXURE TO POSTAL BALLOT NOTICE

**Details relating to Director pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS-2):**

<b>Name of Director</b>	Mr. Jonathan Niall Murphy
DIN	10057273
Date of Birth	November 9, 1982
Age (in years)	42 years
Date of First Appointment	February 7, 2025
Qualifications	Master of Laws (LLM)
Experience and expertise in specific functional area	Legal and Governance
Terms and conditions of appointment	Liable to retire by rotation
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Shareholding in the Company	Nil
Relationships with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board Meetings attended during FY 2024-25	2/2 (i.e. 100% attendance)
Directorships held in other public limited companies	Nil
Membership/Chairmanship of the committees in other public limited companies	Nil
Listed entities in India from which the person has resigned in the past three years	Nil