



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. 03/2025 dated September 22, 2025 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 ("**SEBI 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 SEBI 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 at item no.3 of the Notice.

In compliance with the MCA Circulars, Regulation 44 of the SEBI 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 / Registrar and Share Transfer Agent of the Company (RTA) / Depository Participants / Depositories. 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 and 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 Wednesday, March 25, 2026 and ends at 05.00 p.m. IST on Thursday, April 23, 2026. The e-voting facility will be disabled by KFintech immediately after 05.00 p.m. IST on Thursday, April 23, 2026, 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, 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/Company Secretary. The result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting period and will also be displayed on the website of the Company at www.adckcl.com and on the website of KFintech at <https://evoting.kfintech.com> and also communicated to BSE Limited, where the equity shares of the Company are listed.

The Resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e., Thursday, April 23, 2026. Further a resolution passed by the Members through Postal Ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.

SPECIAL BUSINESS

1. Appointment of Ms. Lin Xia Smyth (DIN:11525342) 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 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the 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), the provisions of the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, Ms. Lin Xia Smyth (DIN:11525342), 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 10, 2026 and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act, proposing her 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.”

2. Appointment of Mr. N. Vineeth Chandran (DIN:07560696) 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 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the 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), the provisions of the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, Mr. N. Vineeth Chandran (DIN:07560696), 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 10, 2026 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.”

3. 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 SEBI 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 SEBI Listing Regulations, in the nature of purchase of goods, sale of products and reimbursement 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, 2027, the aggregate value of all such transactions with CommScope India Private Limited does not exceed Rs.12,000 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 14, 2026

Registered Office

No.10C, 2nd Phase, Ist 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 20, 2026 ('**the Cut-Off Date**').

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3. In compliance with Regulation 44 of the SEBI 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, website of BSE Limited at 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 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 einward.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 Wednesday, March 25, 2026, and ends at 5.00 p.m. IST on Thursday, April 23, 2026. 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 SEBI 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	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> a. Visit URL: https://eservices.nsdl.com b. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. c. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. d. Click on Company name or e-Voting service provider (i.e. KFinTech) and you will be re-directed to e-voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> a. To register click on link: https://eservices.nsdl.com b. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Proceed with completing the required fields. d. Follow steps given in point 1. 3. Accessing the e-Voting website of NSDL <ol style="list-style-type: none"> a. Open URL: https://www.evoting.nsdl.com/ b. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. c. 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. d. Post successful authentication you will be requested to select the name of the Company and the e-voting Service Provider name, i.e. KFinTech. e. On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-Voting period.

<p>Individual Members holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi/ Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on the e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1. <p>3. Accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective e-voting Service Provider where the e-voting is in progress.
<p>Individual Members holding securities in demat mode - Login through their demat account / website of respective Depository Participants (DP)</p>	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. 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.
 - 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" of "ADC India Communications Limited" and click on "Submit".
 - vii. On the voting page you will see Resolution description and against the same the option 'FOR/AGAINST/ABSTAIN'. Enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR/AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in "FOR/AGAINST" taken together 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.
 - 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".

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- 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(s) 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 and support@adckcl.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVEN-No."
- 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. 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 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 password.
 - ii. Member may call on KFintech's toll-free number 1800-309-4001.
 - iii. Member may send an email request to evoting@kfintech.com. After due verification of the request, User ID and Password will be sent to the Member.
 - iv. If the Member is already registered with KFintech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
 - B. In case of any query and/or grievance, in respect of remote e-voting, Members may refer the "HELP" and Frequently Asked Questions (FAQs) and E-voting user manual 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. 1-800-309-4001 for any further clarifications.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically on all working days from the date of dispatch of this Postal Ballot Notice till the last date of e-voting. Members seeking to inspect such documents can send an email to 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 10, 2026, approved the appointment of Ms. Lin Xia Smyth (DIN:11525342) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company w.e.f. February 10, 2026 subject to the approval of the Members of the Company.

Ms. Lin Xia Smyth has given her consent to act as a director of the Company and submitted the required declarations to the Company confirming that (i) she is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ('Act'); and (ii) she is not debarred from holding office of director by virtue of any order passed by the Securities and Exchange Board of India (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 proposing the candidature of Ms. Lin Xia Smyth as a Director of the Company.

Ms. Lin Xia Smyth born on November 12, 1972, is an American National. She is a lawyer by profession. She is currently serving as Associate General Counsel, Amphenol Corporation, USA.

Ms. Lin Xia Smyth is admitted to the New York State Bar (United States) and licensed by the Law Society of Ontario (Canada). She holds a Juris Doctor (J.D.) Degree from Georgetown University Law Center, Washington, D.C., U.S.A.

Ms. Smyth has worked in law and compliance throughout the world, with over 20 years' experience in the Asia Pacific region. Throughout her career, she has practiced corporate law in private practice, worked in compliance in the financial services industry, and joined Amphenol Corporation as Associate General Counsel in May 2023, with primary responsibility for the company's Asia Pacific region, including India. Ms. Smyth is a director of various Amphenol companies.

The Board is of the view that Ms. Lin Xia Smyth has the requisite skills, experience and expertise in functional areas viz. Legal and Governance. The Board believes that her association would be of immense benefit to the Company.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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 Ms. Lin Xia Smyth as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, by way of this Postal Ballot

The additional details and information 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 are provided in the 'Annexure' to this Postal Ballot Notice.

Except Ms. Lin Xia Smyth and her relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no.1 of this Notice.

The Board recommends the resolution set out at item no.1 of this Notice for approval by the Members of the company.

Item No.2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("Board") of the Company, at its meeting held on February 10, 2026, approved the appointment of Mr. N. Vineeth Chandran (DIN:07560696) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company w.e.f. February 10, 2026 subject to the approval of the Members of the Company.

Mr. N. Vineeth Chandran 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 by virtue of any order passed by the Securities and Exchange Board of India (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 proposing the candidature of Mr. N. Vineeth Chandran as a Director of the Company.

Mr. N. Vineeth Chandran was born on January 06, 1988. Mr. N. Vineeth Chandran is a Company Secretary by profession with over 13 years of professional experience. He is currently serving as Company Secretary at FCI GBS India Private Limited, a wholly owned subsidiary of Amphenol Corporation.

He holds a bachelor's degree in commerce and is an Associate Member of the Institute of Company Secretaries of India (ICSI). Mr. Chandran has also served as the Past Chairman of the Palakkad Chapter of the Southern India Regional Council (SIRC) of ICSI. Mr. Vineeth Chandran serves on the Board of various Amphenol companies in India.

The Board is of the view that Mr. N. Vineeth Chandran has the requisite skills, experience and expertise in functional areas viz. Legal, Secretarial and Governance. The Board believes that his association would be of immense benefit to the Company.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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. N. Vineeth Chandran as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, by way of this Postal Ballot

The additional details and information 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 are provided in the 'Annexure' to this Postal Ballot Notice.

Except Mr. N. Vineeth Chandran and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no.2 of this Notice.

The Board recommends the resolution set out at item no.2 of this Notice for approval by the Members of the company.

Item No.3

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") all Material Related Party Transactions require prior approval of the shareholders through a resolution.

Pursuant to Regulation 23(1) of the SEBI Listing Regulations as amended, a transaction with a related party shall be considered material, if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceeds 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, where the consolidated turnover of the listed entity is up to Rs.20,000 Crore.

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 SEBI 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 reimbursement of sales promotion expenses during the financial year ending March 31, 2027 (FY 2026-27) is estimated at Rs. 12,000 lakhs.

Since the estimated aggregate value (Rs. 12,000 lakhs) of all transactions of the Company with CommScope India Private Limited during the financial year ending March 31, 2027 (FY 2026-27) is expected to cross the materiality threshold as mentioned above, 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 of the Company at its meeting held on March 14, 2026, on the basis of relevant details provided by the management as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024, and revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", has reviewed and approved the transactions proposed to be entered into between the Company and CommScope India Private Limited, in the ordinary course of business and at arms' length basis. Accordingly, based on the review and approval of the Audit Committee, the Board of Directors ("Board") recommends the resolution contained in Item No. 3 of the accompanying Notice to the Members of the Company for approval.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, and Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are as follows:

Sr. No.	Particulars	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer below table titled as "Annexure A"
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer below table titled as "Annexure A"
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board of Directors recommends the proposed transactions to the Members for approval.
5.	Provide Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable

6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making.	Not Applicable
7.	Any other information that may be relevant.	Nil

Annexure A

Information placed before the Audit Committee pursuant to SEBI Circular dated June 26, 2025 and RPT Industry Standards relating to the proposed Related Party Transaction(s)

A (1). Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	CommScope India Private Limited (CIPL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Copper Connectivity Solutions

A (2). Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Fellow Subsidiary
A	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
B	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
C	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil

A (3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.			Rs. 7,584.94 Lakhs
	S. No	Nature of Transactions	FY 2024-25 (Rs.)	
	1	Purchase of Goods, Sale of Products and Reimbursement of Sales promotion expenses.	7,584.94 Lakhs	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.			Rs. 6,249.78 Lakhs (Apr'2025 to Dec'2025)
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.			No

A (4). Amount of the proposed transactions.

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 12,000 Lakhs
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	64.14%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	4.65%
6.	Financial performance of the related party for the immediately preceding financial year (FY 2024-25). Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	
	Turnover	Rs. 2,58,186.28 Lakhs
	Profit After Tax	Rs. 15,470.52 Lakhs
	Net Worth	Rs. 92,686.12 Lakhs

A (5). Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	Purchase of Goods, Sale of Products and Reimbursement of sales promotion expenses.
2.	Details of each type of the proposed transaction.	Purchase of Goods–Rs.11,200 Lakhs. Sale of Products – Rs. 500 Lakhs. Reimbursement of sales promotion expenses – Rs. 300 Lakhs
3.	Tenure of the proposed transaction (number of years or months to be specified).	300 Lakhs in FY 2026-27
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The arrangement will be beneficial to the Company and use of the facilities available within the Group to enhance operating efficiency.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	CommScope Connectivity LLC, promoter, holds 67.49% & CommScope Technologies LLC, promoter group, holds 4.54% of the Share capital of the company.

A	Name of the director / KMP	None of the Directors and Key Managerial Personnel are interested in the proposed transactions.
B	Shareholding of the director / KMP, whether direct or indirect, in the related party.	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil

B. Details for specific transactions

B(1).	Sale, purchase or supply of goods or services or any other similar business transactions and trade advances.	The nature of transactions is in the form of purchase of goods, sale of products and reimbursement of sales promotion expenses
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Purchase Price of copper cables / cable assemblies procured from CIPL is compared with the price of an equivalent third-party supplier who has quality product to check that the procurement price from CIPL is less than the third-party price to make sure arm's length distance is maintained. Proprietary items of CommScope that need as a solution spec / positioning to customers are procured from CIPL as there is no other equivalent product source available.
2.	Basis of determination of price.	Prices are determined on arm's length basis.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether such related party is a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution.



None of the Directors or Key Managerial Personnel of the company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at item no.3 of this Notice.

The Board recommends the resolution set out at item no.3 of this Notice for approval by the Members of the company.

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

Sd/-

R. Ganesh

Company Secretary
Membership No. A2630

Place: Bangalore
Date: March 14, 2026

Registered Office

No.10C, 2nd Phase, Ist Main, Peenya Industrial Area, Bangalore-560 058

Annexure to Postal Ballot Notice

Additional information of Directors being appointed by way of this Postal Ballot, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2

Name of Director	Ms. Lin Xia Smyth	Mr. N. Vineeth Chandran
DIN	11525342	07560696
Date of Birth	November 12, 1972	January 06, 1988
Age (in years)	53 years	38 years
Date of First Appointment	February 10, 2026	February 10, 2026
Qualifications	Juris Doctor (J.D)	B. Com, ACS
Experience and expertise in specific functional area	Legal and Governance	Legal, Secretarial and Governance
Terms and conditions of appointment	Liable to retire by rotation	Liable to retire by rotation
Remuneration last drawn (in FY 2025-26)	Nil	Nil
Remuneration proposed to be paid	Nil	Nil
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 2025-26	None	1/1(i.e.100% attendance))
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