

August 05, 2014

REPORT OF SCRUTINIZER

[E – VOTING]

[Pursuant to Clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

ADC India Communications Limited,

No. 485/8A and 8B, 14th Cross, 4th Phase,

P.B. No.5812, Peenya Industrial Area

Bangalore - 560058

Sir,

I, V.Sreedharan, Partner of M/s V. Sreedharan and Associates, Company Secretaries, Bangalore, was appointed as Scrutinizer for the 26th (Twenty Sixth) Annual General Meeting of the Equity Shareholders of "**ADC India Communications Limited**" to be held on Friday, August, 08, 2014 at 11.00 A.M. at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bangalore - 560001 for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite

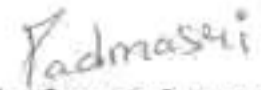


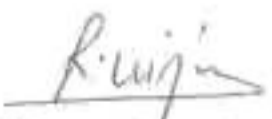
majority on E Voting carried out as per clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-Voting period remained open from 10.00 AM on Saturday, August 02, 2014 up to 06.00PM on Monday, August 04, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on Friday July 04, 2014 who were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice of the Annual General Meeting of "**ADC India Communications Limited**" (Item Number 1 (One) to 9 (Nine) of the Notice of the Annual General Meeting of ADC India Communications Limited).
3. The votes were unblocked on August 05, 2014 around 09.58 A.M. in the presence of two witnesses, namely, Ms. Padmasri M.V, residing at 146/224, 'D' 18th Main, 5th Phase, J.P Nagar, Bangalore 560078 and Mr. Vijayesh Rajendran, residing at 56/5-1, G-7, Silverline Tulip Apartments, 9th Cross, Sarraki Main Road, J.P Nagar I Phase, Bangalore 560078 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.


(Padmasri M.V)


(Vijayesh Rajendran)



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E- Voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>).
5. The result of the e-voting is as under:

a) RESOLUTION NO. 1

To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2014, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
5	31,05,885	100

(ii) Voted **against** the resolution: **Nil**

(iii) **Invalid** Votes: **Nil**

b) RESOLUTION NO. 2

To declare dividend.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
5	31,05,885	100



(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes: **NIL**

c) RESOLUTION NO. 3

To appoint a Director in place of Mr. Arun Kakatkar (DIN: 05305918), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
5	31,05,885	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes: **NIL**

d) RESOLUTION NO. 4

To appoint Auditors of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General



Meeting until the conclusion of the fifth consecutive Annual General Meeting, and that the Board of Directors be are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
4	31,05,860	100

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	Negligible

(iii) **Invalid** Votes: **NIL**

e) RESOLUTION NO. 5

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the said Act, the consent of the members of the Company be and is hereby accorded to the appointment of Mr.J.N.Mylaraiah (DIN 06675260) as the Managing



Director of the Company for a period of five years with effect from April 01, 2014 upon such terms and conditions as agreed between the Company and Mr.J.N.Mylaraiah, with powers to the Board of Directors (including any Committee of the Board) to alter and vary the remuneration and terms & conditions of the said appointment and/or agreement subject to the limits specified in Schedule V to the Act or any amendments thereto that the Central Government may make from time to time.

RESOLVED FURTHER THAT the procedure under section 160 of the Act has been complied with and the Board of Directors of the Company (including any Committee of the Board) be and are hereby authorized to take such steps as may be necessary and desirable to give effect to this resolution.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
5	31,05,885	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes: **NIL**



f) RESOLUTION NO. 6

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of sections 2(94), 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the members of the Company be and is hereby accorded to the payment of remuneration to Mr.J.N.Mylaraiah under Schedule V (Part II, Section II) of the Companies Act, 2013 in the event of inadequate profits.

RESOLVED THAT pursuant to the provisions of sections 2(94),197,198 and 203 and schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals as may be required, the consent of the members of the Company be and is hereby accorded to the payment of remuneration to Mr. J. N. Mylaraiah, for the period from April 01,2014 to March 31,2016 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee there of ("the Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and schedule V or any modification thereto and as may be agreed to by and between the Board and Mr.J.N.Mylaraiah.



RESOLVED FURTHER THAT pursuant to Schedule V (Part II, Section II) of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to double the limits of managerial remuneration of Rs.42 Lakhs to Rs. 84 Lakhs specified under Schedule V of the Companies Act, 2013 in the event of inadequate profits.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
4	31,05,860	100

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	Negligible

(iii) **Invalid** Votes: **NIL**

g) RESOLUTION NO. 7

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and



the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Ms.Revathy Ashok, (DIN:00057539), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01,2014 up to March 31, 2019, not liable to retire by rotation.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
5	31,05,885	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes: **NIL**

h) RESOLUTION NO. 8

RESOLVED THAT, pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr.N.Srinivasan, (DIN02036517), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01,2014 up to March 31, 2019, not liable to retire by rotation.



(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
5	31,05,885	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes: **NIL**

i) RESOLUTION NO. 9

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr.S.Devarajan, (DIN 00878956), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01,2014 up to March 31, 2019, not liable to retire by rotation.



(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
5	31,05,885	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes: **NIL**

Thanking you,

Yours faithfully,

For V. Sreedharan & Associates



V. Sreedharan
Partner

F.C.S - 2347 : C.P. No: 833

Place: Bangalore

Dated: 05 August, 2014