

**FORM No. MGT-13**

**REPORT OF SCRUTINIZER**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,

Chairman of the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of "**ADC  
India Communications Limited**" held on August 8, 2014 at Vijaynagar Hall,  
Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bangalore - 560001 at 11.00 A.M.

Sir,

I, V.Sreedharan, Partner of M/s V.Sreedharan and Associates, Company Secretaries,  
Bangalore, was appointed as Scrutinizer for the purpose of scrutinizing the poll taken  
on the below mentioned resolutions, at the 26<sup>th</sup> Annual General Meeting of the  
Equity Shareholders of "**ADC India Communications Limited**" held on Friday,  
August 8, 2014 at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road,  
Bangalore – 560001 at 11.00 A.M.



We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
3. The result of the Poll is as under:

**a) RESOLUTION 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 present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
33	2,124	99.90





(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
2	2	0.10

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

**b) RESOLUTION 2**

To declare dividend.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
33	2,124	99.90



(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
2	2	0.10

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

**c) RESOLUTION 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 present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
32	2,123	99.90



(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
2	2	0.10

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1





**d) RESOLUTION 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 present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
31	2,122	99.90



(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
2	2	0.10

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2





**e) RESOLUTION 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 present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
31	2,122	99.90

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
2	2	0.10

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2



**f) RESOLUTION 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 thereof ("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 present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
29	2,118	99.72

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
4	6	0.28





(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2

**g) RESOLUTION 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 present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
31	2,122	99.90

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
2	2	0.10

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2





**h) RESOLUTION 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 present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
31	2,122	99.90

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
2	2	0.10



(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2

i) **RESOLUTION 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 present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
31	2,122	99.90

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
2	2	0.10

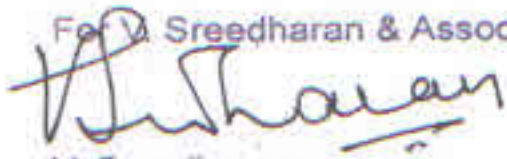
(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2

4. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
6. The consolidated result of the votes cast (by E-voting and by poll) is provided as **Annexure-1** to this report.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates  
  
V. Sreedharan  
Partner  
F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: August 8, 2014



## Annexure – 1

Consolidated result of voting (by E- voting and Poll) for resolution numbers 1 to 9 of the notice of the 26<sup>th</sup> Annual General Meeting of "ADC India Communications Limited" held on Friday, August 08, 2014 at 11.00 A.M.

Resln. No.	Total Valid Votes Cast			Voted in favour of Resolution				Voted against Resolution			
	E-Voting	Poll	Total	E-Voting	Poll	Total	%	E-Voting	Poll	Total	%
1	31,05,885	2,126	31,08,011	31,05,885	2,124	31,08,009	100	NIL	2	2	Negligible
2	31,05,885	2,126	31,08,011	31,05,885	2,124	31,08,009	100	NIL	2	2	Negligible
3	31,05,885	2,125	31,08,010	31,05,885	2,123	31,08,008	100	NIL	2	2	Negligible
4	31,05,885	2,124	31,08,009	31,05,860	2,122	31,07,982	100	25	2	27	Negligible
5	31,05,885	2,124	31,08,009	31,05,885	2,122	31,08,007	100	NIL	2	2	Negligible
6	31,05,885	2,124	31,08,009	31,05,860	2,118	31,07,978	100	25	6	31	Negligible
7	31,05,885	2,124	31,08,009	31,05,885	2,122	31,08,007	100	NIL	2	2	Negligible
8	31,05,885	2,124	31,08,009	31,05,885	2,122	31,08,007	100	NIL	2	2	Negligible
9	31,05,885	2,124	31,08,009	31,05,885	2,122	31,08,007	100	NIL	2	2	Negligible

