

NOTICE TO MEMBERS

Notice is hereby given that the 29th Annual General Meeting of ADC India Communications Limited will be held on Friday, July 28, 2017 at 11.00 am at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bangalore – 560 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr.J.N.Mylaraiah (DIN 06675260), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the re-appointment of the 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, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the re-appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) as the auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution subject to the approval of Item No.3 of the Notice.

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, 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, Managing Director under

Schedule V (Part II, Section II) of the Companies Act, 2013 in the event of inadequate profits.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, 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, Managing Director for the period from April 01, 2017 to March 31, 2019 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or 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 of Directors 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.84 Lakhs to Rs.168 Lakhs specified under Schedule V of the Companies Act, 2013 in the event of inadequate profits.”

By Order of the Board

R. Ganesh
Company Secretary

Place: Bangalore
Date: May 16, 2017

NOTE:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and the proxy need not be a Member of the Company.
2. The instrument appointing the Proxy must be deposited at the Company's registered office not

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less than 48 hours before the commencement of the meeting.

3. Members/proxies should bring the duly filled Attendance Slip to attend the meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from July 22, 2017 to July 28, 2017 (both days inclusive).
5. Dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within the specified time limit to those members whose name appear on the Register of Members as on July 21, 2017
6. For distributing dividend to the members holding shares in the electronic form through Electronic Clearing System (ECS), the Company will use the bank account details furnished by the Depository Participant(s). Members are requested to notify any change in their Bank account details to their respective Depository Participant(s).
7. Member's holding shares in physical form are requested to notify any change in their registered address and the bank account details to the Company's Registrars and Share Transfer Agents, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad-500 032.
8. As per section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account is required to be transferred to "Investor Education and Protection Fund"(IEPF) established by the Central Government. No claims can be made against the Company for the amounts of dividend so transferred to the said Fund. Pursuant to these provisions the unclaimed amount of dividend declared for the financial year 2008-09 have been transferred to Investor Education and Protection Fund. The dividend declared for the years thereafter and unclaimed is still lying in the respective unpaid dividend account of the Company. Shareholders, who have not yet encashed their dividend, may make their claim to the Company's Registrar & Share Transfer Agent, without any delay.
9. Notice of the 29th Annual General Meeting and the Annual Report for 2016-17 are being sent by electronic mode to all members whose emails are registered with the Depository Participant(s) unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
10. Notice of the 29th Annual General Meeting and the Annual Report for 2016-17 circulated to the Members of the Company will be made available on the Company's website www.adckcl.com and also on the website of BSE Limited where the shares of the Company have been listed.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN details to their Depository Participant (DP) in case of holding in dematerialized form and to the Company's Registrar and Share Transfer Agents in case of holdings in physical form.
14. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
15. **Voting through electronic means**
 - (1) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015 and Clause 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing to all the members of the Company holding shares as on the cut-off date a facility to exercise their right to vote by electronic means for transacting the business at the Annual general Meeting

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through e-voting services provided by M/s.Karvy Computershare Private Limited.

The instructions for e-voting are as under:

A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]:

- i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e., User ID and password mentioned in the attendance slip of the AGM). Your Folio No/DP ID & Client ID will be your user ID.
- 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, email 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 "EVENT". Select the EVENT of ADC India Communications Limited and click on – Submit.
- vii) On the voting page, 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 should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder 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 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".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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 Members/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send a scanned certified copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature of the duly authorized representative(s) who are authorized to vote, to the scrutinizer by an email at sree@sreedharancs.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "ADC India Communications Limited 29th Annual General Meeting".
- B. (1) In case of Members receiving physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
- (i) User ID and initial password is provided at the bottom of the Attendance Slip.
 - (ii) Please follow all steps from Sl.No. (i) to (xii) as mentioned above to cast vote.

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2. In case of any queries, you may refer to the “Frequently asked Questions (FAQs) and “e-voting user manual” available in the downloads section of Karvy’s e-voting website <http://evoting.karvy.com> or call M/s. Karvy Computershare Private Limited at phone number – 040 67161509 or 040 67161592.
3. The e-voting period commences on **Tuesday, July 25, 2017 at 09:00 A.M. and ends on Thursday, July 27, 2017 at 5:00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date i.e., **Friday, July 21, 2017**, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date **July 21, 2017**.
5. Members who have acquired shares after the dispatch of the Notice and holding shares as of the cut-off date may approach M/s. Karvy Computershare Private Limited for issuance of User ID and Password for exercising their right to vote by electronic means by sending email to evoting@karvy.com or call Karvy at phone number 040 67161509 or 040 67161592. However, if such Member is already registered with M/s. Karvy Computershare Private Limited for e-voting then existing User ID and Password can be used for casting their vote.
6. The Board of Directors have appointed Mr.V.Sreedharan, Partner, M/s V.Sreedharan & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
8. The Results shall be declared by the Chairman or person authorized by the Chairman and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolution(s).
9. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company (www.adckcl.com) and on the website of Karvy (<https://evoting.karvy.com>) and communicated to the BSE Limited.

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

Item No.3 (Not Mandatory)

Mr.J.N.Mylaraiah is the Director of the Company. The Shareholders of the Company have at the 26th Annual General Meeting of the Company held on August 08, 2014 approved the appointment of Mr.J.N.Mylariah as the Managing Director of the Company for a period of five years with effect from April 01, 2014.

In order to comply with the provisions of Section 152 of the Companies Act, 2013 Mr.J.N.Mylaraiah is required to retire by rotation and he would need to be re-appointed as the Managing Director of the Company to the extent that he is required to retire by rotation. This is not a re-appointment under the provision of Section 196(2) of the Companies Act, 2013.

Mr. J.N. Mylaraiah holds a bachelor’s degree in Mechanical Engineering and Executive General Management from Indian Institute of Management, Bangalore. He brings a wealth of experience in the areas of telecom and enterprise networks with hands on experience in Sales, Pre-Sales, Marketing and Product management. From 1996 to 2004 he worked at M/s. Network Solutions as Regional Support Head-South handling LAN services/Cisco VOIP Projects/Nortel Installation. Since 2004 he has held various positions of increasing responsibility in TE Connectivity India Private Ltd (Earlier known as Tyco Electronics Ltd). His last role was as Country Manager – Technical & Marketing and was supporting TE’s key accounts in India.

Mr.J.N.Mylaraiah is not related to any other director of the Company. He does not hold any directorship and Committee membership of any other listed entities. He also does not hold any equity shares of the Company.

Except Mr.J.N.Mylariah, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed appointment.

The Board of Directors recommends the appointment set out in Item No.3 of the Notice for approval of the members of the Company.

Item No.4

At the 26th Annual General Meeting of the Company held on August 08, 2014, M/s. Deloitte Haskins & Sells (Firm Registration No.008072S), Chartered Accountants were appointed as the Statutory Auditors of the Company for a period of Five (5) years upto the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2019.

In terms of the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder this appointment is subject to ratification by Members at every Annual General Meeting. M/s. Deloitte Haskins & Sells have confirmed their eligibility for re-appointment and offer themselves for re-appointment.

Accordingly, Members approval is being sought for the ratification of the re-appointment of M/s. Deloitte Haskins & Sells as the Statutory Auditors of the Company upto the conclusion of the next Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item No.4 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No.4 of the Notice for approval of the members of the Company.

Item No.5

As required under the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the Members of the Company at the 26th Annual General Meeting held on August 08, 2014 has approved the remuneration payable to Mr.J.N.Mylaraiah, Managing Director of the Company for the period April 01, 2014 to March 31, 2017 with liberty to the Board of Directors

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 of the Companies Act, 2013 or any modification thereto and as may be agreed to by and between the Board and Mr. J.N.Mylaraiah.

The Nomination and Remuneration Committee and the Board of Directors in their respective meetings held January 27, 2017 have approved the payment of the following remuneration to Mr.J.N.Mylaraiah with effect from January 01, 2017:

- | | |
|----------------------------|---|
| i) Basic Salary: | Rs. 2,458,368/-
per annum |
| ii) House Rent Allowance: | Rs. 983,352/-
per annum |
| iii) Other Allowance: | Rs. 1,733,784/-
per annum |
| iv) Performance Incentive: | Rs. 1,552,651/-
per annum |
| v) Retirement Benefits: | Contribution to Provident Fund and Superannuation Fund, as per Company's policy. Gratuity to be paid in accordance with Payment of Gratuity Act, 1972 as amended from time to time. |

In the event the Company has no profits or its profits are inadequate in any financial year, the payment of remuneration to Mr.J.N.Mylaraiah, Managing Director from April 01, 2017 is subject to approval of members at a General Meeting of the Company as required under Section II of Part II of Schedule V of the Companies Act, 2013. The limit prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 is based on the effective capital of the Company. As per the said limit, if the effective capital of the Company is Rs.5 crores and above but less than Rs.100 crores then the yearly remuneration payable shall not exceed Rs.84 lakhs. The said limit may be doubled, subject to approval of members by way of a special resolution.

Except Mr.J.N.Mylaraiah, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed resolution.

The Board of Directors recommends the resolution set out in Item No.5 for the approval of the members of the Company.

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 5 of the Notice is given below:

I. GENERAL INFORMATION:

1. Nature of industry:

The Company is engaged in the manufacture and sale of Telecommunication and IT networking products.

2. Date or expected date of commencement of commercial production

Not applicable (the Company is an existing Company)

3. In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in prospectus

Not Applicable

4. Financial performance based on given indicators.

(Rs.in lakhs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015
Total Revenue	6527.94	6098.46	6234.10
Profit before Tax	632.48	584.41	715.78
Profit after Tax	387.53	521.70	497.72

5. Foreign investments or collaborations, if any.

The Foreign holding in the share capital of the Company as on March 31, 2017 is as under:

Foreign holding	Number of shares	Percentage of holding
Promoter Group	3,313,037	72.02%
Non-Resident Indians	35,291	0.77%

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details.

Mr. J.N. Mylaraiah holds a bachelor's degree in Mechanical Engineering and Executive General Management from Indian Institute of

Management, Bangalore. He brings a wealth of experience in the areas of telecom and enterprise networks with hands on experience in Sales, Pre-Sales, Marketing and Product management. From 1996 to 2004 he worked at M/s. Network Solutions as Regional Support Head-South handling LAN services/Cisco VOIP Projects/Nortel Installation. Since 2004 he has held various positions of increasing responsibility in TE Connectivity India Private Ltd (Earlier known as Tyco Electronics Ltd). His last role was as Country Manager – Technical & Marketing and was supporting TE's key accounts in India.

2. Past remuneration:

Prior to March 31, 2017 Mr.J.N.Mylaraiah's annual remuneration was Rs.67.28 lakhs excluding retirement benefits.

3. Recognition or awards.

None

4. Job profile and his suitability.

As Managing Director, Mr.Mylaraiah performs such duties and exercise such powers as are entrusted to him from time to time by the Board of Directors of the Company. In view of Mr.J.N.Mylaraiah's rich and vast experience of more than 21 years in the fields in which the Company is engaged, he is competent to discharge the functions and tasks associated with his position as Managing Director of the Company.

5. Remuneration proposed.

The remuneration proposed to Mr.J.N.Mylaraiah is as set out in the Statement pursuant to Section 102 of the Companies Act, 2013.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration payable to Mr.Mylaraiah is in line with the industry standard and commensurate with the requirement and profile of his office.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr.J.N.Mylaraiah does not have any pecuniary relationship, directly or indirectly with the company, its Directors, Key Managerial Personnel and/or their relatives. Mr.Mylaraiah does not hold any shares of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits.

The economic environment continue to be challenging particularly in the Telecom sector. Telecom sector is grappling with emergence of new and competitive service models and witnessing consolidation with fewer orders, lower price realization and reduced profitability. Enterprise network market growth continues to improve but with lower price realization and reduced profitability with greater competition at the market.

2. Steps taken or proposed to be taken for improvement

The market overall is expected to improve in the medium term driven by demand in Infrastructure projects, Defense sector, E-Commerce, Hospitality, IT/ITES and Government Projects. The Company do foresee growth in Fiber business over copper due to large infrastructure corridors, national fiber optic network, Digital India and Smart City initiatives. The Company is confident of favorably participating in various business opportunities in this market.

The Company has introduced new products such as Fiber & Copper patch Lock system, which helps customer to look at additional level of physical security in critical connectivity requirements & also continued its work on supporting high density fiber requirements for co-locations with better manageability features. The Company has also introduced Outdoor

environment enclosures/Cable assemblies' products to support the Security & Surveillance market & continued its focus on Standard-Compliant product portfolio to increase its geographical reach. Apart from outsourcing a portion of manufacturing operations, the Company continued to look at ways of cost reduction through operational efficiency and be cost competitive in the market to achieve the desired results.

3. Expected increase in productivity and profits in measurable terms.

The expected growth in the medium term driven by demand in Infrastructure projects, Defense sector, E-Commerce, Hospitality, IT/ITES and Government Projects and in Fiber business over copper due to large infrastructure corridors, national fiber optic network, Digital India and Smart City initiatives would help the Company to improve the productivity and margins.

IV. DISCLOSURES:

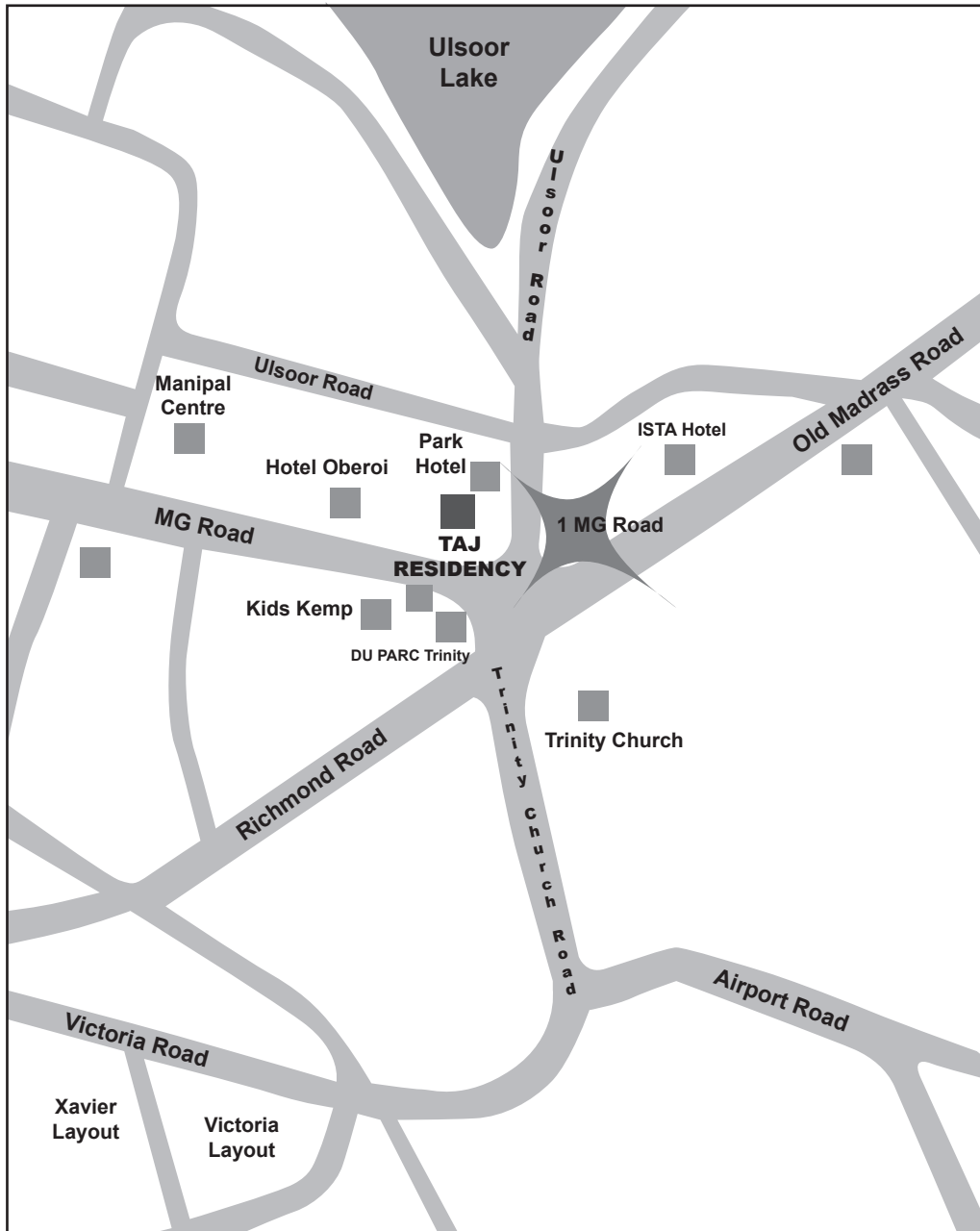
The elements of remuneration and other details have been disclosed in the Report on Corporate Governance forming part of the Annual Report.

By Order of the Board

R. Ganesh
Company Secretary

Place: Bangalore
Date: May 16, 2017

Route Map for AGM Location



ADC INDIA COMMUNICATIONS LIMITED

CIN: L32209KA1988PLC009313

No.485/8A&8B, 14th Cross, 4th Phase, Peenya Industrial Area, Bangalore – 560058

Tel.:+91 80 28366291 Fax: +91 80 28362214 Website: www.adckcl.com

PROXY FORM

Name of the member(s).....

Registered Address.....

Email ID:.....

Folio No./Client Id:.....

DP ID.....

I/We, being the member(s) of Shares of the above named company, hereby appoint.

1. Name.....Address.....

E-mail Id.....Signature.....or failing him.

2. Name.....Address.....

E-mail Id.....Signature.....or failing him.

3. Name.....Address.....

E-mail Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Friday, July 28, 2017 at 11.00 A.M. at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bangalore – 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements for the financial year ended March 31, 2017.		
2.	Declaration of Dividend for the financial year ended March 31, 2017.		
3.	Appointment of Mr.J.N.Mylaraiah as a Director		
4.	Appointment of Deloitte Haskin & Sells, Chartered Accountants, as the Auditors of the Company.		
Ordinary Business			
5.	Approval of the terms of remuneration payable to Mr.J.N.Mylaraiah, Managing Director of the Company		

Signed this..... Day of2017

Signature of Member

Signature of Proxy holder

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 29th Annual General Meeting.
- 3*. It is optional to put an 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

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