

Name of Company : ADC India Communications Limited

Date of the Annual General Meeting : June 26, 2015

Total number of shareholders as on record date: 5057

Number of Shareholders present in the meeting either in person or through proxy;

Promoters and Promoter Group: 3

Public: 60

Number of Shareholders attended the meeting through Video Conferencing: NA

Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
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Resolution 1 Ordinary Resolution

To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2015, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.

Promoter and Promoter group	3104360	3104360	100	3104360	0	100.00	0
Public-Institutional holders	1080	0	0	0	0	-	0
Public-Others	1494560	5363	0.36	5363	0	100.00	0
Total	4600000	3109723	67.60	3109723	0	100.00	0

Resolution 2 Ordinary Resolution

To confirm payment of Interim Dividend of Rs. 29/- per Equity Share and to declare a Final Dividend of Rs. 1/- per Equity Share

Promoter and Promoter group	3104360	3104360	100	3104360	0	100.00	0
Public-Institutional holders	1080	0	0	0	0	-	0
Public-Others	1494560	5363	0.36	5363	0	100.00	0
Total	4600000	3109723	67.60	3109723	0	100.00	0

Resolution 3 Ordinary Resolution

To appoint a Director in place of Mr. Joydeep Nag (DIN 01501037), who retires by rotation and, being eligible, offers himself for re-appointment.

Promoter and Promoter group	3104360	3104360	100	3104360	0	100.00	0
Public-Institutional holders	1080	0	0	0	0	-	0
Public-Others	1494560	5363	0.36	5363	0	100.00	0
Total	4600000	3109723	67.60	3109723	0	100.00	0

Resolution 4 Ordinary Resolution

To ratify the re-appointment of M/s Deloitte, Haskin & Sells, Chartered Accountants as Auditors of the Company and fix their remuneration

Promoter and Promoter group	3104360	3104360	100	3104360	0	100.00	0
Public-Institutional holders	1080	0	0	0	0	-	0
Public-Others	1494560	5362	0.36	5362	0	100.00	0
Total	4600000	3109722	67.60	3109722	0	100.00	0

Resolution 5 Special Resolution

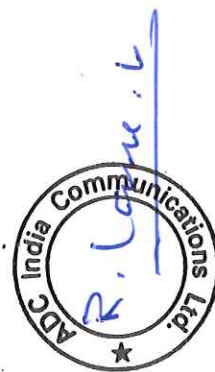
To approve adoption of new Articles of Association of the Company

Promoter and Promoter group	3104360	3104360	100	3104360	0	100.00	0
Public-Institutional holders	1080	0	0	0	0	-	0
Public-Others	1494560	5362	0.36	5362	0	100.00	0
Total	4600000	3109722	67.60	3109722	0	100.00	0

Resolution 6 Special Resolution

To approve Related Party Transactions

Promoter and Promoter group	3104360	3104360	100	3104360	0	100.00	0
Public-Institutional holders	1080	0	0	0	0	-	0
Public-Others	1494560	5362	0.36	5362	0	100.00	0
Total	4600000	3109722	67.60	3109722	0	100.00	0



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 27th Annual General Meeting of the Equity Shareholders of **"ADC India Communications Limited"** held on June 26, 2015 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 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to clause 35B of the Listing Agreement, for the purpose of scrutinizing the remote e-voting process and voting by poll taken at the 27th Annual General Meeting of the Equity Shareholders of **"ADC India Communications Limited"** held on Friday, June 26, 2015 at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bangalore - 560001.

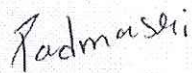


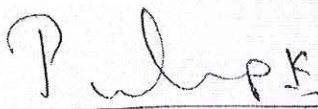
We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M on Tuesday, June 23, 2015 up to 5.00 P.M on Thursday June 25, 2015.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of Annual Report containing the Notice was sent by post.
3. The e-voting event was unblocked on June 25, 2015 around 7.26 P.M. in 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. Pradeep B. Kulkarni residing at 53/1A, SPL Sree Theertha Apartment, 4th Main, 17th Cross, Malleshwaram, Bangalore 560055 who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:


(Padmasri M.V)


(Pradeep B. Kulkarni)



B. Relating to voting by Poll:

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. There was no polling paper which was incomplete or found defective.

C. Result of E-Voting and Poll is as under:

1. The voting rights were reckoned as on June 19, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on June 26, 2015 at 1.00 P.M. The ballot box was opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>).



4. The combined result of remote e-voting and poll is as under:

a) RESOLUTION 1

To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2015, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.

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

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	37	42
Number of votes cast by them	31,08,363	1,360	31,09,723
% of Total Number of valid votes cast	100	100	100

- (ii) Voted **against** the resolution – **NIL**

- (iii) **Invalid** Votes – **NIL**



b) RESOLUTION 2

To confirm the payment of Interim Dividend of Rs. 29 per equity share
and to declare a Final Dividend of Rs. 1/- per equity share.

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	37	42
Number of votes cast by them	31,08,363	1,360	31,09,723
% of Total Number of valid votes cast	100	100	100

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

(iii) **Invalid** Votes – **NIL**



c) RESOLUTION 3

To appoint a Director in place of Mr. Joydeep Nag (DIN: 01501037), who retires by rotation and, being eligible, offers himself for re-appointment.

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	37	42
Number of votes cast by them	31,08,363	1,360	31,09,723
% of Total Number of valid votes cast	100	100	100

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

(iii) **Invalid** Votes – **NIL**



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, 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 authorised to fix such remuneration as may be determined by Audit Committee in consultation with the Auditors.

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	36	42
Number of votes cast by them	31,08,363	1,359	31,09,722
% of Total Number of valid votes cast	100	100	100

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



(iii) **Invalid** Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	0	1	1
Number of votes cast by them	0	1	1

e) RESOLUTION 5

To consider adoption of new Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to applicable provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification(s) of re-enactment thereof, for the time being in force), the new draft regulations as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.



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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	36	42
Number of votes cast by them	31,08,363	1,359	31,09,722
% of Total Number of valid votes cast	100	100	100

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

(iii) **Invalid** Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	0	1	1
Number of votes cast by them	0	1	1



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 section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 Including any statutory modification(s) or re-enactments thereof for the time being in force, and the provisions of Clause 49 VII of the Listing Agreement, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contracts / arrangements / transactions with TE Connectivity India Private Limited, a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement for (a) sale, purchase or supply of any goods or materials directly or through appointment of agent and (b) availing or rendering of any services whether technical and/or financial and/or both, on such terms and conditions as may be mutually agreed upon between the Company and TE Connectivity India Private Limited, for an amount not exceeding in aggregate Rs. 200 million (Rupees Two hundred million only) in each financial year.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide upon the nature and value of the products, goods, materials or services to be transacted/availed with/from the related party within the aforesaid limit and to do or cause to be done all such acts, deeds, matters and things, as may be considered necessary, expedient or desirable and to execute such agreement, documents and writings as may be necessary or desirable, in order to give effect to this Resolution.

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	36	42
Number of votes cast by them	31,08,363	1,359	31,09,722
% of Total Number of valid votes cast	100	100	100

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

(iii) **Invalid** Votes:

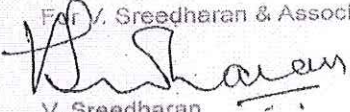
	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	0	1	1
Number of votes cast by them	0	1	1



5. 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.
6. 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.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates

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

Place: Bangalore

Dated: June 29, 2015