

NOTICE TO MEMBERS

Notice is hereby given that the 28th Annual General Meeting of ADC India Communications Limited will be held on Wednesday, July 13, 2016 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, 2016 and the reports of the Board Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2016.
3. 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:

4. 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 14 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and are hereby amended by replacing the words “Tyco electronics AMP GmbH” wherever it appears in the Articles of Association of the Company with “CommScope Connectivity LLC (formerly known as ADC Telecommunications Inc.)”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby

authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board

R. Ganesh
Company Secretary

Place: Bangalore

Date: May 25, 2016

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 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 08, 2016 to July 13, 2016 (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 07, 2016.
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, Gachibowli, Hyderabad-500 032

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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 year 2008 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 28th Annual General Meeting and the Annual Report 2015-16 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 28th Annual General Meeting and the Annual Report 2015-16 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 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

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- 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 28th 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.
 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 Toll Free No.1-800-3454-001.
 3. The e-voting period commences on Sunday, **July 10, 2016 at 09:00 A.M. and ends on Tuesday, July 12, 2016 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., **Wednesday, July 06, 2016**, 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 06, 2016**.
 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

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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's toll free number 1-800-3454-001. 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 two (2) 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)

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 are 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.3 of the Notice.

The Board recommends the Ordinary Resolution set out at item No.3 of the Notice for approval of the Members of the Company.

Item No.4

On August 27, 2015 TE Connectivity Germany GmbH (formerly known as Tyco Electronics AMP GmbH and before that Known as ADC GmbH) and TE Connectivity Ltd transferred their entire shareholding in the Company to ADC Telecommunications Inc. Consequently the entire Promoter shareholding rested with ADC Telecommunications Inc. With effect from January 29, 2016 the name of ADC Telecommunications Inc. has been changed to CommScope Connectivity LLC. This has necessitated amendments to certain Articles of Association of the Company as proposed in the Special Resolution.

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 Special Resolution set out at item No.4 of the Notice.

The Board recommends the Special Resolution set out at item No.4 of the Notice for approval of the members of the Company.

By Order of the Board

R. Ganesh
Company Secretary

Place: Bangalore
Date: May 25, 2016

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 28th Annual General Meeting of the company, to be held on Wednesday, July 13, 2016 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 year ended March 31, 2016.		
2.	Declaration of Dividend for the financial year ended March 31, 2016.		
3.	Appointment of Deloitte Haskin & Sells, Chartered Accountants, as the Auditors of the Company.		
Special Business			
4.	Amendment of Articles of Association of the Company		

Signed this..... Day of2016

_____ 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 28th Annual General Meeting.
- 3*. It is optional to put a '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.