



ADC/2024-25/36th AGM/2

July 16, 2024

**Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001**

Dear Sir/Madam

Sub: Notice of the 36th Annual General Meeting and Annual Report for the Financial Year 2023-24

Ref: Scrip Code: 523411

The 36th Annual General Meeting of the Company will be held on Friday, August 9, 2024, at 11.00 AM IST through Video Conference ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the following:

1. Notice of the 36th Annual General Meeting
2. Annual Report for the Financial Year 2023-24

In compliance with General Circular Nos. 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India ("SEBI"), the Notice of the 36th Annual General Meeting along with the Annual Report for the Financial Year 2023-24 are being sent only through electronic mode to those members whose email addresses are registered with the Company/Company's Registrar and Transfer Agent, KFin Technologies Limited/ Depository Participant(s).

Further, the aforesaid documents shall be made available on the website of the Company at www.adckcl.com.

This is for your information and records.

Thanking you,

Yours faithfully,

For ADC India Communications Limited

**R. Ganesh
Company Secretary**

**ADC India Communications Limited
CIN: L32209KA1988PLC009313**

**Regd. Office & Factory: No.10C, 2nd Phase, 1st Main, P.B.No. 5812, Peenya Industrial Area
Bangalore – 560 058. Tel +91 80 2839 6102 / 2839 6291
Email: support@adckcl.com Website: www.adckcl.com**



ADC INDIA COMMUNICATIONS LIMITED

CIN: L32209KA1988PLC009313

Registered Office: 10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bangalore – 560 058

Tel: 91 80 28396102 / 28396291, Email: support@adckcl.com, Website: www.adckcl.com

NOTICE OF THE 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY-SIXTH ANNUAL GENERAL MEETING** of the Members of **ADC India Communications Limited** will be held on **Friday, August 9, 2024 at 11.00 a.m. (IST)** through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Consideration and Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and the Auditors thereon

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted.”

Item No. 2 – Declaration of Dividend

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** a Dividend of Rs. 5/- per Equity Share and One-time Special Dividend of Rs. 25/- per Equity Share of the face value of Rs. 10/- each for the financial year ended March 31, 2024 as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the profits for the year ended March 31, 2024.”

Item No. 3 – Re-appointment of Ms. Yaman Roy as a Director liable to retire by rotation:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Yaman Roy (DIN: 07341809), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors
For **ADC India Communications Limited**

Place: Bangalore
Date: May 29, 2024

R. Ganesh
Company Secretary
Membership No. ACS 2630

Registered Office: No.10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bangalore – 560 058

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2023 dated September 25, 2023, has permitted companies to conduct their Annual General Meeting through Video Conferencing/ Other Audio-Visual Means upto 30th September 2024, in accordance with the requirements laid down in para 3 and 4 of the MCA General Circular No.20/2020 dated May 5, 2020 ("MCA Circulars"). The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circular") has also provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), MCA Circulars, SEBI Circular and the SEBI Listing Regulations, the 36th Annual General Meeting ("36th AGM" or "AGM" or "Meeting") of the Members of the Company is being conducted through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue. The deemed venue of the meeting shall be the Registered Office of the Company.
2. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company ("KFin" or "RTA") for providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and for e-voting during the AGM.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since this AGM is being conducted through VC / OAVM, the facility for the appointment of proxy by the members will not be available for this AGM and hence the Proxy Form is not annexed to this Notice. However, pursuant to Section 113 of the Act, Corporate members may appoint its representative to attend the AGM on their behalf and to vote electronically either during the remote e-voting period or during the AGM. Corporate members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution/Authorisation Letter to the Scrutinizer by email to pbk@sreedharancs.com with a copy marked to evoting@kfintech.com and support@adckcl.com.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In accordance with the MCA Circulars and SEBI Circular, the Notice of the 36th AGM along with the Annual Report for the financial year 2023-24 is being sent by electronic mode only to those members whose e-mail addresses are registered with the Company / KFin / Depository Participants ("DPs"), unless any member has requested for a physical copy of the same. Members may note that the Notice of the AGM and the Annual Report for the financial year 2023-24 will be available on the website of the Company at www.adckcl.com, on the website of BSE Limited at www.bseindia.com and on the website of KFin at <https://evoting.kfintech.com>.

In case any member is desirous of obtaining physical copy of the Notice and the Annual Report for the financial year 2023-24, he/she/they may send a request to the Company by writing at support@adckcl.com mentioning their Folio number / DP ID and Client ID.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 3, 2024 to Friday, August 9, 2024 (both days inclusive) for ascertaining entitlement of members eligible to receive the dividends if declared in the meeting.
7. The Board of Directors of the Company at their meeting held on May 29, 2024, has recommended a dividend of Rs.5/- per equity share and one-time special dividend of Rs.25/-per equity share of face value of Rs.10/- each for the financial year ended March 31, 2024, subject to the approval of the members at the ensuing AGM. The dividend and one-time special dividend, if approved by the members at the ensuing AGM, will be paid on or after Tuesday, August 20, 2024, to those members whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as at the close of business hours on Friday, August 2, 2024.
8. SEBI has made it mandatory for all Companies to offer Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS) facilities for payment of dividend, wherever available. This facility offers various benefits like

prompt credit of dividend to the shareholders bank account, elimination of loss of instruments in postal transit or fraudulent encashment etc. Members holding shares in physical/dematerialized form are hereby informed that the bank particulars registered with RTA or their respective DPs, will be considered by the Company for payment of dividend and one-time special dividend.

Members are requested to register / update their bank account details as follows:

- a. with the Depository Participant(s) with whom they maintain their demat accounts, if the shares are held in dematerialized form, by submitting the documents as may be required by the Depository Participant(s) and
 - b. with KFin, if shares are held in physical form, by submitting scanned copy of the signed request letter containing Name of the Member(s), Folio Number, Bank Account Number, Bank Account type, Name and Branch of the Bank with address, MICR number, IFSC Code along with Form ISR-1 and the scanned copy of the Share Certificate (front and back), self-attested copy of PAN card and cancelled cheque leaf bearing the name of the first Member by e-mail to einward.ris@kfintech.com.
9. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) has mandated that with effect from April 1, 2024, the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Such payment shall be made only after furnishing the KYC details. Accordingly, payment of the dividend and one-time special dividend, subject to approval at the AGM, shall be paid to physical holders only after the above KYC details are updated in their folios. Members holding shares in physical form are requested to complete their KYC details by writing to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com with appropriate ISR Forms. The forms for updating the same are available on the website of the Company at <https://www.adckcl.com/in/en/aboutus/investorrelations/investor-grievance-redressal-relations-contacts.htm>.
10. As per Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category as per the IT Act with the Depository Participants (DPs) (if shares are held in dematerialized form) and with KFin (if shares are held in physical form).

A separate email communication was sent to the members on Wednesday, June 12, 2024, informing them the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication along with the detailed tax rates, exemption forms and other documents required for availing applicable tax rates are available on the Company's website at <https://www.adckcl.com/in/en/aboutus/investorrelations/investor-grievance-redressal-relations-contacts.htm>.

The resident and non-resident shareholders should send the scanned copies of the requisite documents to KFin at einward.ris@kfintech.com on or before Thursday, July 25, 2024, to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable. The resident individual shareholders also have the option to upload the exemption documents directly at <https://ris.kfintech.com/form15>. No communication would be accepted from shareholders regarding tax determination/deduction after July 25, 2024.

Members are requested to note that in case the tax on dividend is deducted at a higher rate on the absence of receipt of the requisite details/documents, there would still be an option available to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

11. Members are requested to note that pursuant to the provisions of Section 124 of the Act, dividends remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection

Fund (“IEPF”) established under Section 125 of the Act. Further pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF Authority.

During the financial year 2023-24, unclaimed dividend amount of Rs. 112,438/- pertaining to the financial year ended March 31, 2016 was transferred to IEPF. Further, 1741 equity shares of Rs. 10/- each on which dividend remained unpaid / unclaimed for seven consecutive years was transferred to the IEPF Authority during the financial year 2023-24 after following the procedure prescribed under the IEPF Rules.

The details of unclaimed dividends are available on the Company’s website at www.adckcl.com and IEPF authority’s website at www.iepf.gov.in. Members who have not yet claimed the dividend for the financial year 2016-17 onwards are requested to contact KFin Technologies Limited, Unit: ADC India Communications Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 to claim the unpaid / unclaimed dividends.

The unclaimed dividend for the financial year 2016-17 and all subsequent years must be claimed as early as possible failing which it would be transferred to IEPF as per the dates mentioned herein below:

Financial Year	Date of Declaration	Due date for transfer to IEPF
2016-17 (Dividend)	July 28, 2017	September 3, 2024
2017-18 (Dividend)	July 25, 2018	August 31, 2025
2018-19 (Interim Dividend)	October 29, 2018	November 5, 2025
2018-19 (Final Dividend)	July 19, 2019	September 4, 2026
2019-20 (Dividend)	August 27, 2020	October 3, 2027
2020-21 (Dividend)	July 30, 2021	September 5, 2028
2021-22 (Dividend)	July 29, 2022	September 4, 2029
2022-23 (Dividend)	July 31, 2023	September 6, 2030

The Members / claimants whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. Members may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. Members can attach this Entitlement Letter and other required documents to Form IEPF-5. Post making the online application the Member / Claimant shall send the duly signed Form IEPF 5 along with the requisite documents to the Company at its Registered Office for verification of the claim and submission of Verification Report to the IEPF Authority. The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It may be noted that once the unclaimed and shares are transferred to IEPF, no claim shall rest with the Company in respect of such dividend amount and shares.

It is in the Member’s interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Member’s account on time.

- As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website <https://www.adckcl.com/in/en/aboutus/investorrelations/investor-grievance-redressal-relations-contacts.htm> and from KFin’s website at <https://ris.kfintech.com/clientservices/isc/>. Members holding shares in physical form may submit the said details to KFin and in case the shares are held in dematerialised form, the said details may be submitted to respective Depository Participant.
- SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/

CIR/2023/145 dated July 31, 2023 has established a Common Online Dispute Resolution Portal (“ODR portal”) for resolution of disputes arising in the Indian Securities Market. Members may kindly note that in accordance with SEBI Circular the Company has registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Post exhausting the option to resolve their grievances with the Company and RTA directly and through the existing SCORES platform, Members can initiate dispute resolution through the ODR Portal. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company and the RTA.

14. SEBI vide its notification dated January 24, 2022, has mandated that all request for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise the shares held by them in physical form.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) has mandated listed companies to issue securities for the following investor service requests only in dematerialized form: (i) issue of duplicate securities certificate; (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division/splitting of securities certificate; (vi) consolidation of securities certificates/folios; (vii) transmission; and (viii) transposition.

Members are requested to refer to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) for common and simplified norms for processing any service requests before making an application to the Company’s RTA.

15. Members are requested to address all correspondence relating to shares and dividends to Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, unit ADC India Communications Limited, Selenium Tower B, Plot No.31&32, Financial District, Nanakramguda, Serilingampally, Hyderabad- 500 032 or write to them at their email id: einward.ris@kfintech.com.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to KFin, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act and the Register of Contracts maintained under section 189 of the Act shall be made available electronically for inspection by the members during the AGM. Documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM i.e. August 9, 2024. Members seeking to inspect such documents can send an email to support@adckcl.com mentioning their Folio No./ DP ID and Client ID
18. Details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment at the 36th AGM are provided in the annexure to this Notice.
19. Since the AGM will be held through VC/OAVM in accordance with MCA Circulars, the Attendance Slip and Route Map are not annexed to this Notice.
20. **Instructions for attending the AGM through VC / OVAM, Remote e-Voting and for Voting at the AGM are given below:**

A. Instructions for attending the AGM through VC/OAVM

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials. After logging in, click on the Video Conference tab and select the EVEN (“E-voting Event Number”) / Name of the Company. Click on the video symbol and accept the meeting etiquette to join the meeting.

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- ii. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice.
 - iii. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be closed on expiry of 15 minutes from the scheduled time of the AGM.
 - iv. Members can participate in the AGM through Desktops/ Laptops with high-speed internet connectivity (preferred browser - Google Chrome).
 - v. Members will be required to grant access to the webcam to enable two-way video conferencing and use internet with good speed to avoid any disturbance during the meeting.
 - vi. Members connecting from Mobile Devices or Tablets or through Laptops via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - vii. **Post your Question:** Members having any questions or query in relation to items of businesses as set out in the Notice of the AGM, are requested to send an email from their registered email address to the Company Secretary of the Company on the Company's email address: support@adckcl.com on or before Tuesday, August 6, 2024 to enable the Management to keep the information ready.

Alternatively, members who would like to express their views or ask questions prior to the AGM may log into <https://emeetings.kfintech.com> using e-voting credentials provided in the e-mail received from KFin and click on "Post your Questions". Thereafter, the Members may post their queries/views/questions in the window provided therein by mentioning their name, demat account number/folio number, e-mail id and mobile number. "Post Your Questions" option will open on Sunday, August 4, 2024 at 9:00 a.m. and close on Tuesday, August 6, 2024 at 5:00 p.m.

- viii. **Speaker Registration:** Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by logging on to <https://emeetings.kfintech.com> using e-voting credentials provided in the e-mail received from KFin and clicking on the 'Speaker Registration' tab available on the screen after log in. The Speaker Registration will open on Sunday, August 4, 2024 at 9:00 a.m. and close on Tuesday, August 6, 2024 at 5:00 p.m. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members are requested to share their questions, if any, in advance at support@adckcl.com
- ix. A video guide assisting the Members attending the AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com> under the "How it Works" tab placed on top of the page.
- x. Institutional Members are encouraged to participate in the AGM through VC / OAVM and vote at the AGM.
- xi. Members who need any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1800 309 4001 or write to them at the e-mail id evoting@kfintech.com
- xii. OTB Based Login: Along with User ID and Password option, Members can also use the "Registered Mobile with Folio" to login on the e-meeting web page. If mobile number is not registered with folio, you are requested to follow the instructions below:
 - a. For Members holding shares in demat mode, please contact your respective Depository Participant.
 - b. For Members holding shares in physical mode, kindly submit Form ISR-1 form with required documents with KFin.

B. Instructions for Remote e-voting

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular number SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on all the resolutions set forth in this Notice.
- ii. The remote e-voting period commences at 9:00 a.m. IST on Monday, August 5, 2024 and ends at 5:00 p.m. (IST) on Thursday, August 8, 2024. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 2, 2024, i.e. cut-off date, may cast their vote electronically. The remote e-voting module will

be disabled by KFin immediately after 5:00 p.m. (IST) on Thursday, August 8, 2024. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

iii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, August 2, 2024.

iv. The details of the process and manner for remote e-Voting are mentioned below:

Step 1: Access to Depositories e-voting system in case of individual Shareholders holding securities in demat mode.

Step 2: Access to KFin e-voting system in case of Shareholders holding securities in physical mode and non-individual Shareholders holding securities in demat mode.

Step 1: Login method for remote e-Voting for individual Shareholders holding securities in demat mode:

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Entities”, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nSDL.com ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link: https://eservices.nSDL.com ii. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWebIdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i. Open URL: https://www.evoting.nSDL.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.

Type of Shareholders	Login Method
	<ul style="list-style-type: none"> iv. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ul style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com ii. Login with your registered user id and password. iii. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. iv. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ul style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login ii. Proceed with completing the required fields. iii. Follow steps given in point 1. 3. Alternatively by directly accessing the e-Voting website of CDSL <ul style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ul style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against company name or e-Voting service provider–KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Securities held in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Securities held in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Step 2: Login method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- a. Members whose email IDs are registered with the Company/RTA/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (“EVEN”), User ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In the case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by Folio Number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
 - 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, e-mail 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 “EVEN” 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 “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member 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 of the 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 have

voted on the resolution(s), 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 /Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorizing its representative to attend the AGM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id pbk@sreedharancs.com with a copy marked to evoting@kfintech.com and support@adckcl.com. The scanned image of the above-mentioned documents should be in the format “ADC India Communications Limited 36th Annual General Meeting”.

b. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 12, 2024, have been considered for sending the Notice of the AGM and Annual Report for the financial year 2023-24. Any person who acquires shares of the Company and becomes a member of the Company after Friday, July 12, 2024 and who holds shares as on the cut-off date i.e., Friday, August 2, 2024, may obtain their User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space>E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD<SPACE>
IN12345612345678

Example for CDSL:

MYEPWD<SPACE>
1402345612345678

Example for Physical:

MYEPWD<SPACE>
XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members whose email addresses and mobile numbers are not registered must follow the process below:

- First register the same by following the procedure mentioned below:
- Physical Holding: Send relevant documents to the RTA along with duly filled “Form ISR-1” (please see detailed instructions in Note 21D(a) regarding updation of KYC details).
- Demat Holding: By contacting respective Depository Participant (“DP”) and registering email address and mobile number in demat account, as per the process advised by the DP.
- Upon updation of Mobile Number and/or email ID, the member may generate the password by using any of the method mentioned in (ii) above to reset/generate the password.

Once the password is received/retrieved by the member, the member should follow the instructions as mentioned under ‘a’ above and cast their vote by remote e-voting.

c. In case of any queries on e-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available in the “Downloads” section of <https://evoting.kfintech.com> or call on KFin’s toll free number 1800 309 4001 or can send email to evoting@kfintech.com. Any grievances connected with the remote e-voting, attending the AGM through Video Conference or e-voting during the AGM may be addressed to Mr. Premkumar Maruturi, Senior Manager - Corporate Registry, KFin Technologies Limited (Unit: ADC India Communications Limited), Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032. Contact No. 040-67162222 / 040-67161518, Email: einward.ris@kfintech.com.

C. Instructions for voting at the AGM

- i. Members, who are present in the AGM through VC/OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be able to cast their vote electronically during the AGM (e-Voting) when window for e-Voting is activated
- ii. E-voting during the AGM is integrated with the VC/OAVM Platform, and no separate login is required for the same.
- iii. Members who have cast their vote through remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again at the AGM.
- iv. An icon “Vote” will be displayed on the left-hand bottom corner of the Meeting screen. This icon will be activated on the instructions of the Chairman during the AGM proceedings. Members can then click on this icon and they will be taken to the “Instapoll” page for casting their vote. On clicking the “Instapoll” icon, Members will reach the resolutions page. Please follow the instructions given and vote on the resolutions.

D. Other Instructions/Information

- a. The Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, August 2, 2024, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b. A Member can opt for only a single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through remote e-voting shall prevail and vote cast at the Meeting shall be treated as invalid.
- c. The Board of Directors has appointed Mr. Pradeep B Kulkarni (Membership No. FCS 7260, CP No. 7835) and failing him, Mr. V. Sreedharan (Membership No. FCS 2347, CP No. 833), Partners, V Sreedharan and Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock and count the votes cast at the AGM and votes cast through remote e-voting and within a period not exceeding two working days from the conclusion of the meeting, submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized him in writing.
- e. The Results shall be declared either by the Chairman or the person authorized by him, and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour thereof.
- f. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.adckcl.com and on the website of KFin <https://evoting.kfintech.com>. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

21. General Information

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) has prescribed common and simplified norms for processing investor service requests by RTA’s and norms for furnishing PAN, KYC and nomination details.

As per the said circular, it is mandatory for the shareholders holding securities in physical form to furnish PAN, nomination / declaration to opt-out of nomination, contact details (postal address with PIN code, email address, mobile number), bank account details and specimen signature. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Members holding shares in physical form are, therefore, requested to submit the duly filled in Form ISR-1, Form ISR-2 and Form SH-13 / Form ISR-3 along with the supporting documents as mentioned in the respective forms to the Company’s RTA at the earliest.

The forms for updating the same are available on the website of the Company at <https://www.adckcl.com/in/en/aboutus/investorrelations/investor-grievance-redressal-relations-contacts.htm>.

Mode of submission of form(s) and documents:

- i. Through 'In Person Verification' (IPV): The form(s) along with copies of relevant documents can be submitted by the securities holder(s)/ claimant(s) in person at RTA's office. For this, the securities holder/ claimant should carry original documents. The authorized person of the RTA will verify the original documents furnished by the securities holder/ claimant and retain copy(ies) of such documents with IPV stamping with date and initials for processing.
- ii. Through Post: Hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documents as mentioned in the respective forms, can be sent to the following address:

KFIN Technologies Limited
Unit: ADC India Communications Limited
Selenium Tower B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad – 500 032

- iii. Through electronic mode with e-sign: In case members have registered their email address, they may send the scan soft copies of the form(s) along with relevant documents, duly e-signed, from their respective email id to eniward.ris@kfintech.com or upload KYC documents with e-sign on RTA's website at the link: <https://kprism.kfintech.com>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

Members holding shares in electronic form are requested to update the changes, if any, in their registered addresses, mobile number, Bank Account details, email address and nomination details with respective Depository Participant (DP) as per the procedure recommended by the DP.

By Order of the Board of Directors
For **ADC India Communications Limited**

Place: Bangalore
Date: May 29, 2024

R. Ganesh
Company Secretary
Membership No. ACS 2630

Registered Office: No.10C, 2nd Phase, 1st Main, Peenya Industrial Area, Bangalore – 560 058

ANNEXURE TO THE NOTICE OF AGM

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Name	Ms. Yaman Roy
DIN	07341809
Date of Birth	January 31, 1981
Age (in years)	43 Years
Date of Appointment on the Board	September 16, 2020
Qualification	BSC and LLB Honours from National University of Juridical Sciences
Experience and expertise in specific functional area	Have extensive experience in Legal and Compliance
Brief Profile	Ms. Yaman Roy is an alumnus of the prestigious National University of Juridical Sciences (NUJS), one of the premier national law schools of the country. She was awarded the VR Krishna Iyer Gold medal for criminal law by the Chief Justice of India Justice YV Sabharwal. She has over 19 years' experience across manufacturing and services Sectors having worked in various multinationals including a stint in the public sector. Ms. Yaman Roy is currently the Corporate Counsel APAC, CommScope India Private Limited
Shareholding in the Company	Nil
Terms and conditions of appointment	Retires by rotation and offer herself for re-appointment
Details of remuneration last drawn	Nil
Details of remuneration sought to be paid	Nil
Number of meetings of the Board attended during the financial year 2023-24	4 of 6
Relationship with other Directors and Key Managerial Personnel of the Company	None
Membership/Chairmanship of committees of Board of Directors of the Company	Member of the Risk Management Committee
Directorships in Boards of other Companies	None
Membership/Chairmanship of committees of other Boards	None
Listed entities in India from which the person has resigned as Director in the past three years	None

36th ANNUAL GENERAL MEETING - INFORMATION AT A GLANCE

Particulars	Details
Day, Date and time of AGM	Friday, August 9, 2024 at 11.00 a.m. IST
Mode	Video Conference/Other audio-visual means
Link for participation through Video conferencing	https://emeetings.kfintech.com
Helpline number for VC participation and e-voting	Contact KFin Technologies Limited on 040-6716 2222 or call toll free 1800-309-4001
Email IDs for any assistance or support for VC participation and e-voting	einward.ris@kfintech.com , evoting@kfintech.com
Cut-off date for e-voting	Friday, August 2, 2024
E-voting start date and time	9:00 AM (IST) on Monday, August 5, 2024
E-voting end date and time	5:00 PM (IST) on Thursday, August 8, 2024
Link for remote e-voting	https://evoting.kfintech.com
Link for posting questions and speaker registration and period of registration	https://emeetings.kfintech.com and click on “post your questions”/ “Speaker registration” as the case maybe. Period of registration Sunday, August 4, 2024 (9:00 a.m. IST) upto Tuesday, August 6, 2024 (5:00 p.m. IST)
Book closure dates	From Saturday, August 3, 2024 to Friday, August 9, 2024 (both days inclusive)
Record date for the purpose of dividend	Friday, August 2, 2024
Dividend payment date	On or after August 20, 2024
Name, address and contact details of Registrar and Share Transfer Agent (RTA)	KFin Technologies Limited Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032 Tel No.: +91 40 6716 2222 Toll Free No.: 1800 309 4001 Email address: einward.ris@kfintech.com Website: www.kfintech.com