

## NOTICE TO MEMBERS

Notice is hereby given that the 26th Annual General Meeting of ADC India Communications Limited will be held on Friday, August 08, 2014 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 Profit and Loss Account for the year ended March 31, 2014, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Arun Kakatkar (DIN05305918), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifth consecutive Annual General Meeting, and that the Board of Directors be 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 an Ordinary Resolution:

“RESOLVED that pursuant to applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the said Act, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. J.N. Mylraiah (DIN 06675260) as the Managing Director of the Company for a period of five years with effect from April 01, 2014 upon such terms and conditions as agreed between the Company and Mr. J.N. Mylraiah, with powers to the Board of Directors (including any Committee of the Board) to alter and vary

the remuneration and terms & conditions of the said appointment and/or agreement subject to the limits specified in Schedule V to the Act or any amendments thereto that the Central Government may make from time to time”.

“RESOLVED FURTHER THAT the procedure under section 160 of the Act has been complied with and the Board of Directors of the Company (including any Committee of the Board) be and are hereby authorized to take such steps as may be necessary and desirable to give effect to this resolution”.

6. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of sections 2(94), 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the members of the Company be and is hereby accorded to the payment of remuneration to Mr. J.N. Mylraiah under Schedule V (Part II, Section II) of the Companies Act, 2013 in the event of inadequate profits.

“RESOLVED that pursuant to the provisions of sections 2(94), 197, 198 and 203 and schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals as may be required, the consent of the members of the Company be and is hereby accorded to the payment of remuneration to Mr. J. N. Mylraiah, for the period from April 01, 2014 to March 31, 2016 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof (“the Board”) to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and schedule V or any modification thereto and as may be agreed to by and between the Board and Mr. J.N. Mylraiah”.

“RESOLVED further that pursuant to Schedule V (Part II, Section II) of the Companies Act,

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2013, consent of the members of the Company be and is hereby accorded to double the limits of managerial remuneration of Rs.42 Lakhs to Rs. 84 Lakhs specified under Schedule V of the Companies Act, 2013 in the event of inadequate profits”.

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that, pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Ms. Revathy Ashok, (DIN00057539), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01,2014 up to March 31, 2019, not liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that, pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr.N.Srinivasan, (DIN02036517), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01,2014 up to March 31, 2019, not liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that, pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr.S.Devarajan, (DIN 00878956), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive

years from April 01,2014 up to March 31, 2019, not liable to retire by rotation.”

**By Order of the Board**

**R. Ganesh**

Company secretary

Place: Bangalore

Date: May 23, 2014

### NOTE:

1. A Member entitled to attend and vote 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. In terms section 149 read with section 152 of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained and accordingly, Mr.Arun Kakatkar, Director will retire at the ensuing annual general meeting and being eligible offers himself for re-appointment.
4. The Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business set out in the notice is annexed.
5. Members/proxies should bring the duly filled Attendance Slip to attend the meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from August 02, 2014 to August 08, 2014 (both days inclusive).
7. 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 of as on August 01,2014.
8. 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).

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9. 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 Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Plot No.17 to 24, Vittalrao Nagar, Madhapur, Hyderabad- 500081.
10. 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 2006 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.
11. Copies of 2013-2014 Annual Report are being sent by electronic mode only to all those members whose emails are registered with the Depository Participant(s) unless any member has requested for a hard copy of the same. For other members physical copy of the Annual Report are being sent by Post.
12. Reappointment of Director

Mr. Arun Kakatkar is the Vice President, HR-India & Asia Pacific of TE Connectivity India Private Limited. He holds Bachelor of Engineering (Production Engineering) and Masters of Business Administration (majoring in Human Resources).

He worked initially in manufacturing operations and then in HR for the last 18 years. He has worked in companies like Mahindra & Mahindra, Black & Decker, Ingersoll Rand and Microsoft. He has worked in different parts of the world and spent almost 8 years working across Asia Pacific based in Singapore. He joined TE Connectivity India Private Limited in November, 2011.

Mr. Arun Kakatkar holds directorship in M/s Tyco Electronics Middle East FZE and M/s TE Connectivity Global Shared Services India Private Limited. He does not hold any Equity Shares of the Company.

Except Mr. Arun Kakatkar, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed appointment.

### 13. Voting through electronic means

- (1) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Equity Listing Agreement the Company is providing the facility to all the members of the Company holding shares as on the cut-off date to exercise their right to vote by electronic means for transacting the business at the Annual General Meeting through e-voting services provided by 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) To use the URL for e-voting: <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

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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" (E-Voting Event number) ADC India Communications Limited.
- 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) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/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 numbers of times till they have voted on the Resolution(s).
- xii) Corporate 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. of the duly authorized representative(s) to attend and vote on their behalf at the meeting to the scrutinizer through e mail at email ID: 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 "Corporate Name\_ EVENT NO."

- B. In case of Members receiving physical copy of the Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
  - (i) Please follow all steps from Sr.No. (i) to (xii) as mentioned above, to cast your vote.
- (2) The e-voting period commences on Saturday, August 02, 2014 at 10:00 A.M. and ends on Monday, August 04, 2014 at 6:00 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 (record date), being Friday, July 04, 2014, may cast their vote by electronic means in the manner and process set out hereinabove. 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. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- (3) In case of any query pertaining to e-voting, please visit Help & FAQ's section of e-voting user manual for shareholders available at the download section of <http://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at Toll Free No.1-800-3454-001.
- (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 (record date), being Friday, July 04, 2014.
- (5) The Board of Directors has appointed Mr.V.Sreedharan, Partner, M/s V.Sreedharan & Associates, Company Secretaries, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (6) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the

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presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

- (7) The Results on resolutions shall be declared on or after the AGM of the Company 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).
- (8) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.adckcl.com](http://www.adckcl.com)) and Service Provider's website (<https://evoting.karvy.com>) within two (2) days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### Item No.5

The Board, at its meeting held on September 06, 2013 appointed Mr. J.N.Mylaraiah as an Additional Director of the Company with effect from September 06, 2013. Further, the Board at the same meeting also appointed Mr. Mylaraiah as the Managing Director of the Company for a period of five years with effect from September 06, 2013.

Mr.Mylaraiah retires at the ensuing Annual General Meeting under the erstwhile provisions of the Companies act, 1956. Pursuant to the provisions of section 203 of the Companies Act, 2013, the Board of Directors of the Company have re-appointed Mr.Mylariah as the Managing Director of the Company with effect from April 01,2014, which is now been placed before the members for approval

A notice as required under section 160 of the Companies Act, 2013 has been received by the Company.

Mr.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 Limited (Earlier known as Tyco Electronics Limited) (TE). His last role was as Country Manager – Technical & Marketing and was supporting TE's key accounts in India.

Mr.Mylaraiah does not hold any directorship in other Companies. He also does not hold any equity shares of the Company.

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

The Board recommends the resolution set forth in item No. 5 for the approval of the members of the Company.

#### Item No.6

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 is subject to approval of members by way of special resolution at a General Meeting of the Company as required under section V of the Companies Act, 2013. The limit prescribed in Schedule V 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. 42 lakhs. The said limit may be doubled, subject to approval of members by way of a special resolution.

The Board of Directors at its meeting held on May 23,2014 have pursuant to the recommendation of the Compensation Committee, approved the remuneration payable to Mr.Mylaraiah for the period from April 01,2014 to March 31,2017 in the event of no profit or inadequate profit in any financial year. Mr. Mylaraiah's remuneration effective from 1st April, 2014 as approved by the Board are as under:

- i). Basic Salary: Rs. 1,814,700/- per annum.
- ii). House Rent Allowance: Rs.725,880 per annum.
- iii). Other Allowance: Rs.1,280,780 per annum.
- iv). Performance Incentive: Rs.1,146,160 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.

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The statement as required under section II, Part II of Schedule V of the Companies Act, 2013 is given below:

### I. General Information:

#### 1. Nature of industry:

Manufacturing and trading in 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	For year ended March 31, 2014	For year ended March 31, 2013
Gross Revenue	5279.73	4195.81
Profit/(loss) before Tax	372.29	(574.74)
Profit/(loss) after Tax	331.44	(605.69)

#### 5. Foreign investments or collaborations, if any.

The Foreign holding in the share capital of the Company as on March 31, 2014 is as under:

Foreign holding	No.of shares	Percentage of holding
Promoter Group	3,104,360	67.49%
Non-Resident Indians	21,017	0.45%

### II. Information about 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:

The Company would be paying his remuneration with effect from April 01, 2014.

#### 3. Recognition or awards.

Nil

#### 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.Mylaraiah's rich and vast experience of more than 18 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.

As per the details given 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 and has been approved by the Compensation Committee at its meeting held on May 23, 2014.

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

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Mr.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 continued to be uncertain at large and particularly in the Enterprise & Telecom sector. The Enterprise network market growth continues to be slow due to the overall economic slow-down and the indecision of large players committing continued outlays. The expansion plans were either put on hold or delayed. On the Telecom front, the Company continues to grapple with fewer orders, lower price realization and reduced profitability.

#### 2. Steps taken or proposed to be taken for improvement

The Company is taking all possible steps to reduce costs for improving profitability. Towards this the Company's own facility was rented out and the operations were moved to a smaller location fitting into the overall operational requirement. This move is expected to deliver better results in the years to come.

The Company has introduced new products that would cater to the Telecom market such as Fiber to the Antenna & Copper to the Antenna products that would help to support upcoming 4G projects. The Company has also developed a Standard compliant product portfolio to increase its geographical reach.

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

With the expected growth in the telecom and IT/ITES sectors and other Small and Medium (SMB) business segment and introduction of new products for the Telecom market, the utilization of available hours will increase which in turn will improve the margins.

### IV. Disclosures

The remuneration package of the Managing Director has been described in the statement pursuant to section 102 of the Companies Act,

2013 and will also be provided in the corporate Governance Report of the subsequent years.

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 recommends the resolution set forth in item No. 6 for the approval of the members of the Company.

### Item No.7

Ms.Revathy Ashok has been an Independent Director on the Board of the Company pursuant to clause 49 of the Listing Agreement since August 08, 2011. With the enactment of the Companies Act,2013 (Act) it is now incumbent upon every listed company to appoint 'Independent Directors' as defined under section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors.

Ms. Revathy Ashok is a gold medalist from the Indian Institute of Management, Bangalore. She has had a successful leadership experience of over three decades spanning variety of industries – Private Equity, Software & IT enabled services, manufacturing, infrastructure & real estate etc. in Senior Management positions handling wide variety of portfolios, namely Capital Raising, Business Development, Finance, Commercial and other strategic general management functions.

Ms.Revathy Ashok has worked in companies like Tishman Speyer India, Syntel, Tyco Electronics (erstwhile AMP). She has been a speaker at several industrial forums including guest lectures at the Indian Institute of Management and other colleges.

Ms.Revathy Ashok hold directorship in M/s Welspun Global Brands Limited and M/s Khemeia Technologies Private Limited. She does not hold any Equity Shares of the Company.

The Board of Directors of the Company, after reviewing the provisions of the Act, are of the opinion that Ms.Revathy Ashok fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as an Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company are also of the opinion that Ms.Revathy Ashok is independent of the Management of the Company.

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The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms.Revathy Ashok as an Independent Director. In terms of provisions of section 149(13) of the Companies Act, 2013, Ms.Revathy Ashok is not liable to retire by rotation.

Except Ms.Revathy Ashok, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in item No.7 for the approval of the members of the Company.

### Item No.8

Mr. N. Srinivasan has been an Independent Director on the Board of the Company pursuant to clause 49 of the Listing Agreement since February 10, 2012. With the enactment of the Companies Act, 2013 (Act) it is now incumbent upon every listed company to appoint 'Independent Directors' as defined under section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors.

Mr.Srinivasan graduated as a Metallurgical Engineer from the prestigious BHU Institute of Technology in Varanasi in 1967. He began his career in Technical Consulting with the Indian Lead Zinc Information Centre – the Indian wing of Zinc Development Association of UK. After a five-and-a-half years stint there, he joined the Federation of Indian Export Organizations (FIEO) to set up its consultancy export department.

Mr.Srinivasan joined the Confederation of Indian Industry (CII) – then known as the Association of Indian Engineering Industry – in 1974. He was a member of the core secretariat team which built the Institution from a small beginning to become a leading industry body in the country.

From December 1989 – December 1994, he served as the Executive Director and Secretary of the Automotive Component Manufacturers Association (ACMA). In this position, he was responsible for repositioning ACMA as an effective body representing the progressive Indian auto component industry.

Mr.Srinivasan rejoined CII on 1st December 1994 and, in a couple of years, was designated Deputy Director General. He set up the CII Institute of Quality in 2001 which has become the country's premier

Institution for training and education in Quality and Competitiveness. He was appointed Director General of CII in June, 2004 which post he held for two years before moving into a new role as Adviser to President CII. He retired from CII in May, 2007.

As Director General, Mr.Srinivasan has been the spokesman for Indian industry at various forums. He has been a panelist at the sessions of the World Economic Forum annual meet at Davos and the India Economic Summit in Delhi. He has also spoken on the Indian economy to various groups from overseas visiting India. In addition, he has been a speaker at conferences and seminars in UK, USA and other countries. He has also addressed students of several leading educational institutions in India, on the Indian economy, Indian Industry initiatives in technology, competitiveness, global forays, and on Industry-Institute co-operation.

Mr. Srinivasan hold directorship in W S Industries Ltd, Bangalore International Exhibition Services Private Limited and Civilia India Education Programmes Private Limited. He does not hold any Equity Shares of the Company.

The Board of Directors of the Company, after reviewing the provisions of the Act, are of the opinion that Mr.Srinivasan fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as an Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company are also of the opinion that Mr.Srinivasan is independent of the Management of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr.Srinivasan as an Independent Director. In terms of provisions of section 149(13) of the Companies Act, 2013, Mr.Srinivasan is not liable to retire by rotation.

Except Mr.Srinivasan, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in item No.8 for the approval of the members of the Company.

### Item No.9

Mr. S. Devarajan has been an Independent Director on the Board of the Company pursuant to clause



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49 of the Listing Agreement since February 06, 2013. With the enactment of the Companies Act, 2013 (Act) it is now incumbent upon every listed company to appoint 'Independent Directors' as defined under section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors.

Mr.Devarajan graduated in Electronics Engineering from Indian Institute of Technology, Kharagpur

Mr. Devarajan was the Managing Director of Cisco Systems in India till June, 2007. An industry veteran with more than 34 years of experience in the IT sector, Mr.Devarajan managed Cisco's largest R&D Centre established outside USA. His responsibility included building a successful offshore development program across Cisco, facilitating the setting up of operationally efficient, cost effective development centers that are tightly integrated with the company's R&D labs. Cisco in India has contributed to nearly 200 patents for Cisco. He also advised and assisted in the setting up of the Cisco Development Center in China.

Prior to joining Cisco, Mr.Devarajan was the Managing Director of Tata Elxsi. During his tenure, he played a pivotal role in making it one of the successful IT companies of the Tata group.

Well known in the Indian IT industry, Mr.Devarajan is the past President of the Manufacturers Association for Information Technology (MAIT). He was also Executive Council Member of Confederation of Indian Industries (CII) in Southern India. Mr.Devarajan was a Charter Member of TiE, Bangalore and is a past member of the IT Hardware task force and IT Vision Task Force set up by the Chief Minister of Karnataka.

Mr.Devarajan currently runs his own Strategy Consulting firm -Transmation Consulting.

Mr.Devarajan hold directorship in M/s Neilsoft Limited. He does not hold any Equity Shares of the Company.

The Board of Directors of the Company, after reviewing the provisions of the Act, are of the opinion that Mr.Devarajan fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as an Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company are also of the opinion that Mr.Devarajan is independent of the Management of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr.Devarajan as an Independent Director. In terms of provisions of section 149(13) of the Companies Act, 2013, Mr.Devarajan is not liable to retire by rotation.

Except Mr.Devarajan, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in item No.9 for the approval of the members of the Company.

**BY ORDER OF THE BOARD**

**R. GANESH**  
Company Secretary

Place : Bangalore  
Date : May 23, 2014

