

32nd ANNUAL GENERAL MEETING OF ADC INDIA COMMUNICATIONS LIMITED

KEY INFORMATION REGARDING AGM

Particulars	Details
Day, Date and time of the AGM	Thursday, August 27, 2020 at 11.00 a.m. IST
Mode	Video conference ('VC') or Other Audio Visual Means ('OAVM')
Link for participation through Video conferencing	https://emeetings.kfintech.com
Link for remote e-voting	https://evoting.karvy.com
User ID and Password to join Video conference	Remote e-voting credentials.
Helpline number for VC participation and e-voting	1-800-3454-001, 040 6716 1509
Email IDs for assistance or support for VC participation and e-voting	einward.ris@kfintech.com, evoting@kfintech.com
Cut-off date for e-voting	Thursday, August 20, 2020
E-voting start date and time	Sunday, August 23, 2020, 9.00 a.m. IST
E-voting end date and time	Wednesday, August 26, 2020, 5.00 p.m. IST
Link for Members to temporarily update email address	https://ris.kfintech.com/email_registration/
Registrar and Share Transfer Agent contact details	Mr.Sai Karthik Tikkiseti (Unit: ADC India Communications Limited) KFin Technologies Private Limited Contact No. 040-67161509/ Mobile No.70139 75422 E-mail: Karthik.tikkiseti@kfintech.com

NOTICE TO MEMBERS

Notice is hereby given that the THIRTY SECOND ANNUAL GENERAL MEETING of the Members of ADC India Communications Limited will be held on Thursday, August 27, 2020 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend of Rs.2.00 per Equity Share for the financial year ended March 31, 2020.
3. To appoint a Director in place of Mr. Ravi Bosco Rebello (DIN 07868872), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Approval of Material Related Party Transactions entered in Financial Year 2019-20**

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, consent of the Members of the Company be and is hereby accorded for the transactions entered into by the Company with Andrew Telecommunications India Private Limited, a related party as defined in the Companies Act, 2013 read with Regulation 2(1)(zb) of Listing Regulations, in connection with purchase of goods in the ordinary course of business and at arm's length, for a sum of Rs.3298.55 lakhs in the financial year 2019-20 and accordingly the said transactions carried out in the financial year 2019-20 be and is hereby ratified and approved.

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company (including the Audit Committee) in connection with any matter referred to or contemplated in the forgoing resolution be and are hereby approved, ratified and confirmed in all respects."

5. **Approval of Material Related Party Transactions in Financial Year 2020-21 and Subsequent Financial Years**

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements/transactions for purchase of goods and payment of sales commission from/to CommScope India Private Limited (formerly known as Andrew Telecommunications India Private Limited), a related party as defined in the Companies Act, 2013 read with Regulation 2(1)(zb) of Listing Regulations, in the ordinary course of business and at arm's length for a sum not exceeding Rs.4600 lakhs per annum for financial year 2020-21 and each subsequent financial years.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to the Managing Director, Chief Financial Officer, Company Secretary or any other Officer(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors

R. Ganesh
Company Secretary

Place : Bangalore

Date : July 3, 2020

Registered Office:

ADC India Communications Limited

No.485/8A&8B

14th Cross, 4th Phase

Peenya Industrial Area

Bangalore-560058

CIN: L32209KA1988PLC009313

Tel: 91 80 28366291

Fax: 91 80 28362214

Email: support@adckcl.com

Website: www.adckcl.com

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No.14/2020 dated 8th April, 2020 and General Circular No.17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted Companies to conduct Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. In compliance with the applicable provisions of the Companies Act, 2013 (“the Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 32nd Annual General Meeting of the Members of the Company is being conducted through Video conferencing (“VC”). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15,

2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company which shall be the deemed venue of the AGM.

3. The Company has availed the services of KFin Technologies Private Limited, Registrar and Share Transfer Agents of the Company, to provide the Video conferencing and e-voting facility for the AGM. The instructions for participation by Members are given in subsequent paragraphs. Participation at the AGM through VC shall be allowed on first-come-first-served basis.
4. Pursuant to the provisions of the Act, 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 the 32nd AGM is being held, pursuant to the MCA Circulars, through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The explanatory statement pursuant to section 102 of the Act, setting out the material facts in respect of the Special Business under Item nos.4 & 5 is annexed hereto.
6. Corporate/Institutional Members (i.e. Other than individuals, HUF,NRI etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc. authorizing their representative to attend the AGM through VC and vote either through remote e-voting or voting during the AGM. The said Board Resolution/Authority Letter should be sent electronically through their registered email address to the Scrutinizer 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 32nd Annual General Meeting”.
7. Pursuant to the provisions of Section 108 of the Act read with the corresponding rules, and Regulation 44 of Listing Regulations, the Company has provided a facility of remote e-voting to its Members to cast their vote electronically through the electronic voting facility provided by KFin Technologies Private Limited. The process of remote e-voting is

given in subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the AGM.

8. Members who are present at the AGM through VC and who have not cast their vote through remote e-voting may cast their vote during the AGM through the e-voting system provided by KFin Technologies Private Limited in the Video Conferencing platform. Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
9. As per the provisions under the MCA Circulars, Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
10. The Board of Directors has appointed Mr. V.Sreedharan, Senior Partner and in his absence Mr.Pradeep B. Kulkarni, Partner, of M/s V.Sreedharan & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, August 21, 2020 to Thursday, August 27, 2020 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2020 and the Annual General Meeting.
12. Dividend as recommended by the Board of Directors, if approved at the AGM, will be paid within the time limit specified under the Companies Act, 2013 to those members whose name appear on the Register of Members as of the close of business hours on Thursday, August 20, 2020. The dividend will be paid through various online transfer modes to the Members who have updated their bank account details. For Members who have not updated their bank details, demand drafts /cheques will be sent to their registered addresses once the postal facility is available.

To avoid delay in receiving the dividend, Members are requested to update their Bank details, such as, name of the bank and branch address, bank account number, MICR code, IFSC code etc., with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Share Transfer Agents KFin Technologies Private Limited, Selenium Tower B, Plot No.31-32, Financial District, Nanakramguda, Gachibowli

Hyderabad- 500 032 (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

13. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof.
14. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit these additional details to KFin Technologies Private Limited. Members holding shares in dematerialized form are requested to submit these details to their respective Depository Participant.
15. Member's are requested to intimate changes, if any, in their registered addresses to KFin Technologies Private Limited in case shares are held in physical form and to their Depository Participant in case the shares are held in dematerialized form.
16. Members may note that dividend not encashed or 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, under section 124 of the Act, to the "Investor Education and Protection Fund" ("IEPF") established under section 125 of the Act. 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 2011-12 have been transferred to Investor Education and Protection Fund. Members who have not claimed their dividend from the year 2012-13 onwards may submit their claim to KFin Technologies Private Limited without any delay. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

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17. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on July 29, 2019 (date of last Annual General Meeting) on its website www.adckcl.com and also on the website of the Ministry of Corporate Affairs.
 18. In compliance with the MCA Circulars and Securities and Exchange Board of India Circular dated May 12, 2020, Notice of the AGM along with the Annual Report for the financial year 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM and the Annual Report will also be available on the Company's website at www.adckcl.com, websites of BSE Limited at www.bseindia.com and on the website of KFin Technologies Private Limited at <https://evoting.karvy.com>. OTHER THAN THE ABOVE, NO PHYSICAL/HARD COPIES OF THE NOTICE AND THE ANNUAL REPORT WILL BE SENT TO THOSE SHAREHOLDERS WHO ARE HOLDING THEIR SHARES IN PHYSICAL FORM OR ON REQUEST BY ANY OTHER SHAREHOLDER.
 19. Members who have not yet registered their e-mail address are requested to register the same with the Depository through their Depository Participant(s) in case shares are held by them in dematerialized form and by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot No.31-32, Financial District, Nanakramguda, Gachibowli Hyderabad- 500 032 or by sending an e-mail request to them at their e-mail ID einward.ris@kfintech.com, along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and copy of share certificate, in case the shares are held by them in physical form.

The Company has also alternatively enabled a process with KFin Technologies Private Limited to allow the Members to register their email address and mobile number on a temporary basis by providing the basic credentials which may be asked for verification during the process. Members may access the link [https://ris.kfintech.com/ email_registration/](https://ris.kfintech.com/email_registration/) and directly register their email address and mobile number for receiving a soft copy of the AGM Notice and the Annual Report.
 20. As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet filed their nomination may file the same by submitting Form No.SH-13 to their Depository Participant in case shares are held by them in dematerialized form and to KFin Technologies Private Limited in case shares are held in physical form.
 21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. Members are also requested to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
 22. 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 KFin Technologies Private Limited in case of holdings in physical form.
 23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Act will be available for inspection by the Members in electronic form. Members seeking to inspect such documents can send an email to support@adckcl.com.
 24. Non-resident Indian shareholders are requested to inform about the following immediately to the Company's Registrar and Share Transfer Agents, KFin Technologies Private Limited or the concerned Depository Participant, as the case may be:
 - a. the change in the residential status on return to India for permanent settlement, and
 - b. particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank, if not furnished earlier.
 25. In accordance with Regulation 40 of the Listing Regulations, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, any Member who is desirous of transferring shares (which are held in physical

form) can do so only after the shares are dematerialized. Members holding equity shares in physical form are therefore urged to have their shares dematerialized at the earliest and contact their Depository Participant for this conversion.

26. Details, pursuant to Regulation 36 of the Listing Regulations, in respect of Director seeking re-appointment at this AGM is given in the Annexure to this Notice.
27. Since the AGM is being held through VC, the route map is not attached to this Notice.

28. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited ("KFintech") on all the resolutions set forth in this Notice, from a place other than the venue of the meeting (remote e-voting).

The procedure and instructions for remote e-voting are as follows:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e., User ID and password mentioned in the mail). In case of physical folio, User ID will be EVEN number (E-Voting Event Number) 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 KFintech for e-voting, you can use your existing User ID and password for casting your 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 login 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. 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.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. Thursday, August 20, 2020 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 on the cut-off date. 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 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 number of times till they cast their vote on all the resolutions.

29. OTHER INSTRUCTIONS

- a. In case of any query and/or grievance in respect of e-voting, Members may refer to the "Help & Frequently Asked Questions (FAQs)" and "E-voting user manual" available at the download section of <http://evoting.karvy.com> or contact Mr. Sai Karthik Tikkiseti, Manager-Corporate Registry, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Phone No. 040-67161509/ Mobile No. 7013975422 Email: Karthik.

tikkiseti@kfintech.com or call KFintech on phone no. 040-67162222 and Toll free No. 1-800-3454-001 or send an email to einward.ris@kfintech.com or evoting@kfintech.com for any further clarifications.

- b. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- c. The remote e-voting period commences on **Sunday, August 23, 2020 at 9:00 a.m. IST and ends on Wednesday, August 26, 2020 at 5:00 p.m. (IST)**. During this period, the Members of the Company holding shares in either physical form or in dematerialized form, as on the cut-off date i.e., **Thursday, August 20, 2020**, may cast their votes electronically as per the process set out herein above. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the Member through remote e-voting, the Member shall not be allowed to change it subsequently or cast the vote again.
- d. The voting rights of the 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. **August 20, 2020**.
- e. The Company is sending through e-mail, the AGM Notice and the Annual Report to the Members whose name is recorded as on Friday, July 24, 2020 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires shares of the Company and becomes a Member of the Company after Friday, July 24, 2020 being the date reckoned for the dispatch of the AGM Notice and Annual Report and who holds shares as on the cut-off date i.e. **August 20, 2020** or has registered his / her/its e-mail address after the dispatch of the AGM Notice, he/she/it may obtain the 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 number or DP ID Client ID to +91-9212993399

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.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call KFintech Toll free number 1-800-3454-001 for any assistance.
- iv. Member may send an e-mail request to einward.ris@kfintech.com. However KFintech shall endeavour to send User ID and Password to those new Members whose email id's are available.
- f. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. remote e-voting and voting at the Meeting, voting done through remote e-voting shall prevail and vote cast at the Meeting shall be treated as invalid.
- g. The scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and the votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to BSE Limited and will also be displayed on the website of the Company www.adckcl.com and on the KFintech's website at <https://evoting.karvy.com>.
- g. A person who is not a Member as on the cut-off date, should treat this Notice for information purpose only.

30. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM

- i. Members will be provided with a facility to attend the AGM through VC platform provided by KFin Technologies Private Limited. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> and login by using their remote e-voting credentials and clicking on the tab "Video Conference". The link for the AGM will be available in the 'shareholders/members' login where the

EVENT and the Name of the Company can be selected. 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 this Notice.

- ii. The facility for joining the AGM shall open 15 minutes before the scheduled time of the commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
- iii. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Internet Explorer, Mozilla Firefox etc. for better experience and smooth participation.
- iv. Members will be required to allow access to the webcam to enable two-way video conferencing.
- v. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. Members are advised to use a stable Wi-Fi or LAN Connection to participate in the AGM in a smooth manner.
- vi. Members who would like to express their views or ask questions at the AGM may login on to <https://emeetings.kfintech.com> and click on "Post your Queries" to post their queries/views/questions in the window provided therein by mentioning their name, demat account number/folio number, email id, and mobile number. The window will open on Sunday, August 23, 2020 at 9:00 a.m. and close on Tuesday, August 25, 2020 at 5:00 p.m.
- vii. Members who wish to speak at the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' tab available on the screen after log in. The Speaker Registration will open on Sunday, August 23, 2020 at 9:00 a.m. and close on Tuesday, August 25, 2020 at 5:00 p.m. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- viii. Members attending the AGM through VC and who have not cast their vote through remote e-voting shall be eligible to cast

their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.

The e-voting "Thumb" sign on the left side of the video conferencing screen shall become activated on the instructions of the Chairman of the AGM during the AGM proceedings. Members can then click on the same and they will be taken to the "Instapoll" page for casting their votes. On clicking the "Instapoll" icon, Members will reach the Resolutions page. Please follow the instructions given and vote on the Resolutions.

- ix. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they shall not be allowed to cast their vote again during the AGM.
- x. Members who need any technical assistance or support before or during the AGM may contact Mr. Lakshmana Murthy, Senior Manager, KFin Technologies Private Limited @9177401088 or Toll Free No.1-800-3454-001; or send an E-mail request to lakshmana.murthy@kfintech.com or evoting@kfintech.com.

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

Item No.4

Andrew Telecommunications India Private Limited is a related party within the meaning of section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has entered into certain business transactions or arrangements with Andrew Telecommunications India Private Limited during the financial year 2019-20. The nature of transactions is in the form of purchase of goods.

All transactions entered into by the Company with Andrew Telecommunications India Private Limited during the financial year 2019-20 were in the ordinary course of business and were at arm's length basis and necessary approvals as required under the Listing Regulations have been obtained from the Audit Committee. Necessary disclosure of these transactions have been made in Annexure 'A' to the Board's report and in Note No. 32 to the financial statements.

As per the requirements of Regulation 23(4) of Listing Regulations all material related party transactions shall require the approval of the Members through a Resolution and the related parties shall abstain from voting on such Resolutions whether the entity is a related party to the particular transaction or not. Further, the explanation to Regulation 23(1) of Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The business transactions or arrangements with Andrew Telecommunications India Private Limited during the year 2019-20 have exceeded ten percent of the annual consolidated turnover of the Company for the financial year 2018-19. Accordingly, the consent of the Members of the Company is sought to approve and ratify the said business transactions or arrangements entered by the Company with Andrew Telecommunications India Private Limited in the financial year 2019-20.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise, in the proposed resolution.

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

Item No.5

CommScope India Private Limited (Formerly Andrew Telecommunications India Private Limited) is a related party within the meaning of section 2(76) of the Companies Act, 2013 read with regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As per the requirement of Regulation 23(4) of the Listing Regulations all material related party transactions shall require approval of the Members through a Resolution and the related parties shall abstain from voting on such Resolutions whether the entity is a related party to the particular transaction or not. Further, the explanation to Regulation 23(1) of Listing Regulations provides that a transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually

or taken together with previous transactions during a financial year, exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company has entered into/would be entering into business transactions or arrangements for purchase of goods and payment of sales commission with CommScope India Private Limited in the ordinary course of business and are at arm's length basis in the financial year 2020-21 and in each subsequent financial years which would be of material in nature as these transactions are likely to exceed ten percent of the turnover of the Company for the previous financial year. Therefore, in terms of Regulation 23(4) of Listing Regulations the material transactions or arrangements with CommScope India Private Limited requires approval of the Members of the Company by way of ordinary resolution. Accordingly, the consent of the Members of the Company is sought to approve the business transactions or arrangements entered/to be entered into by the Company with CommScope India Private Limited in the financial year 2020-21 and in each of the subsequent financial years.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out in Item No.5 of the Notice for the approval of the Members of the Company.

By Order of the Board of Directors

R. Ganesh
Company Secretary

Place : Bangalore
Date : July 3, 2020

Registered Office:
ADC India Communications Limited
No.485/8A&8B
14th Cross, 4th Phase
Peenya Industrial Area
Bangalore-560058
CIN: L32209KA1988PLC009313
Tel: 91 80 28366291
Fax: 91 80 28362214
Email: support@adckcl.com
Website: www.adckcl.com

ANNEXURE TO THE NOTICE

Details of the Director seeking re-appointment at the Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Ravi Bosco Rebello
Age	44 Years
Date of Appointment	August 04, 2017
Qualification and experience	Mr.Ravi Bosco Rebello is a post graduate in management from the Goa Institute of Management and has a degree in Computer science. He is currently Director HR India & SAARC, CommScope India Private Limited (Formerly known as Andrew Telecommunications India Private Limited (a CommScope Company). He has been instrumental in working closely with the business to achieve the organizations goals and cater to the Talent Management needs of the organization. He has been involved in leading the HR integration for the various acquisitions of CommScope and driving a performance driven culture in the organization with a highly engaged workforce.
Directorship held in other public companies	Nil
Membership/Chairmanships of committees of other public companies	Nil
Shareholding in the Company as on March 31, 2020	Nil