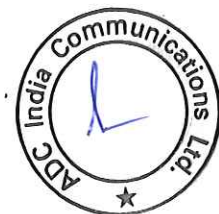


ADC India Communications Limited	
Date of the AGM	28-07-2017
Total number of shareholders on record date	4947
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	71
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	-
Public:	-

Resolution required:(Ordinary/Special)		Resolution 1-Ordinary: Adoption of the financial statements for the year ended March 31,2017 and the reports of the Board of Directors and Auditors thereon						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		3313037	100.00	3313037	-	100.00	-
Public - Institutions	E-Voting	1080	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		0	-	0	-	-	-
Public -Non Institutions	E-Voting	1285883	101	0.01	1	100	0.99	99.01
	Poll		15422	1.20	15422	-	100.00	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		15523	1.21	15423	100	99.36	0.64
Total		4600000	3328560	72.36	3328460	100	100.00	0.00

Resolution required:(Ordinary/Special)		Resolution 2-Ordinary: Declaration of dividend on equity shares for the financial year ended March 31,2017						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		3313037	100.00	3313037	-	100.00	-
Public - Institutions	E-Voting	1080	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		0	-	0	-	-	-
Public -Non Institutions	E-Voting	1285883	101	0.01	101	-	100.00	-
	Poll		15422	1.20	15422	-	100.00	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		15523	1.21	15523	-	100.00	-
Total		4600000	3328560	72.36	3328560	-	100.00	-



Resolution required:(Ordinary/Special)		Resolution 3-Ordinary: Appointment of Mr.J.N.Mylaralah as a Director						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		3313037	100.00	3313037	-	100.00	-
Public - Institutions	E-Voting	1080	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		0	-	0	-	-	-
Public-Non Institutions	E-Voting	1285883	101	0.01	1	100	0.99	99.01
	Poll		15422	1.20	15422	-	100.00	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		15523	1.21	15423	100	99.36	0.64
Total		4600000	3328560	72.36	3328460	100	100.00	0.00

Resolution required:(Ordinary/Special)		Resolution 4-Ordinary: Appointment of Auditors						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		3313037	100.00	3313037	-	100.00	-
Public - Institutions	E-Voting	1080	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		0	-	0	-	-	-
Public-Non Institutions	E-Voting	1285883	101	0.01	1	100	0.99	99.01
	Poll		15422	1.20	15422	-	100.00	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		15523	1.21	15423	100	99.36	0.64
Total		4600000	3328560	72.36	3328460	100	100.00	0.00



Resolution required:(Ordinary/Special)		Resolution S-Special: Approval of the terms of remuneration of Mr.J.N.Mylaralah, Managing Director of the Company						
Whether promoter/promoter group are Interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting	3313037	3313037	100.00	3313037	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		3313037	100.00	3313037	-	100.00	-
Public - Institutions	E-Voting	1080	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		0	-	0	-	-	-
Public -Non Institutions	E-Voting	1285883	101	0.01	1	100	0.99	99.01
	Poll		15422	1.20	15422	-	100.00	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total		15523	1.21	15423	100	99.36	0.64
Total		4600000	3328560	72.36	3328460	100	100.00	0.00





FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Sub (2) of Rule 21 of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 29th Annual General Meeting of the Equity Shareholders of
“ADC India Communications Limited” held on Friday, July 28, 2017 at 11.00 am
at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road,
Bengaluru - 560 001.

Sir,

I, V. Sreedharan, partner of V. Sreedharan and Associates, Company Secretaries,
Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies
Act, 2013 read with Rule 20 of the Companies (Management and Administration)
Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provision of Section 108
of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014 and pursuant to Regulation 44



of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) Voting by poll (Ballot papers) taken at the 29th Annual General Meeting of the Equity Shareholders of "ADC India Communications Limited" held on Friday, July 28, 2017 at 11.00 am at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560 001.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the 29th Annual General Meeting of the Equity Shareholders dated Friday, July 02, 2017. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system and by poll (Ballot papers) provided by Karvy Computershare Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at the general meeting by poll (Ballot papers) at the venue of the AGM.

We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M on Tuesday, July 25, 2017 up to 5.00 P.M on Thursday, July 27, 2017.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository



Participants and for other members, hard copy of Annual Report containing the Notice was sent by registered post.

3. The e-voting event was unblocked on July 27, 2017 around 5.09 P.M. in presence of two witnesses, namely Mrs. Devika Sathyanarayana residing at 2nd Floor, No. 86, Divinity Apartments, 9th Main, RPC Layout, Vijayanagar, Bangalore 560104 and Mr. S. Krishna Prasad, residing at 25/1, Rangappa Layout, BSK III Stage, III Phase, Bangalore 560 085 who are not in the employment of the Company.

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



(Devika Sathyanarayana)



(S. Krishna Prasad)

B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairman, the ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was no polling paper which was incomplete or found defective.



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

1. The voting rights were reckoned as on July 21, 2017, being the Cut-off date for the purpose of deciding the entitlements of members to vote at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 28, 2017 at 4.24 P.M. to know the voting pattern. The ballot box was opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Karvy Computershare Private Limited <https://evoting.karvy.com>.
4. The combined result of remote e-voting and poll is as under:



a) RESOLUTION 1

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	48	51
Number of votes cast by them	33,13,038	15,422	33,28,460
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	100	NIL	100
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL



b) RESOLUTION 2

To declare dividend on equity shares for the financial year ended March 31, 2017.

(i) Voted in favour of Resolution

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	4	48	52
Number of votes cast by them	33,13,138	15,422	33,28,560
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution - NIL

(iii) Invalid Votes - NIL



c) RESOLUTION 3

To appoint a Director in place of Mr. J. N. Mylarajah (DIN 06675260), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	48	51
Number of votes cast by them	33,13,038	15,422	33,28,460
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	100	NIL	100
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL



d) RESOLUTION 4

To ratify the re-appointment of the auditors of the Company:

(i) Voted in favour of Resolution

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	48	51
Number of votes cast by them	33,13,038	15,422	33,28,460
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	100	NIL	100
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL



e) RESOLUTION 5

Payment of remuneration to Mr. J. N. Mylraiah, Managing Director under Schedule V (Part II, Section II) of the Companies Act, 2013

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	48	51
Number of votes cast by them	33,13,038	15,422	33,28,460
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	100	NIL	100
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL



5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll (Ballot) papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thank You,

Yours faithfully,

For V. Sreedharan & Associates



(V. Sreedharan)
Partner
FCS 2347; CP No. 833

Place: Bengaluru

Dated: July 29, 2017

