ADC India Communications Lim	ited									
Date of the AGM			28-07-2017							
Total number of shareholders on re	scord data		4947							
No. of Shareholders present in the Promoters and Promoter Group: Public:	meeting either in person or thro	ough proxy:	2 71							
No. of Shareholders attended the r	neeting through Video Conferen	cing								
Promoters and Promoter Group:	Promoters and Promoter Group: Public:									
		1					and of the Board of Disco	have and Auditore thereas		
Resolution required:(Ordinary/Spe			: Adoption of the	financial statements for U	ie year ended marc	n 31,2017 and the	reports of the Board of Direc	ters and Additors thereon		
Whether promoter/promoter group Interested in the agenda/resolution		No								
Category	Mode of Voting		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	100.00	3313037		100.00		- 9	
	Poll	1								
	Postal Ballot(if applicable)	1					•			
	Total	3313037	3313037	100.00	3313037		100.00			
Public - Institutions	E-Voting									
	Poll	1								
	Postal Ballot(if applicable)	1					*			
	Total	1080	0		0					
Public -Non Institutions	E-Voting		101	0.01	1	100	0.99		99.01	
Today Holl Highlight	Poll	1	15422	1.20	15422		100.00			
	Postal Ballot(if applicable)	-								
	Total	1285883	15523	1.21	15423	100	99.36		0.6	
Total		4600000	3328560	72.36	3328460	100	100.00		0.00	
Resolution required:(Ordinary/Spe	dal)	Resolution 2-Ordinary	: Declaration of	dividend on equity shares	for the financial ye	ar ended March 31	,2017			
Whether promoter/promoter group interested in the agenda/resolution	p are	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		
	4	(1)	(2)	(3)	(4)	(5)	(6)	(7)		
Promoter and Promoter group	E-Voting	_	3313037	100.00	3313037		100.00		_	
	Poll			-			•			
	Postal Ballot(if applicable)			-		ļ			_	
	Total	3313037	331303	100.00	3313037		100.00		_	
Public - Institutions	E-Voting	_		•		-				
	Poll	_					·			
	Postal Ballot(if applicable)	4		1			<u> </u>) ,		
	Total	1080		•						
Public -Non Institutions	E-Voting		10		101		100.00			
	Poll		1542	1.20	15422	2	100.00			
	Postal Ballot(if applicable)	200		•		•	•			
	Total	1285883	1552	1.21	15523	3	- 100.00			
Total		4600000	332856	72.36	3328560		- 100.00			



Resolution required:(Ordinary/Spe	eclal)	Resolution 3-Ordi	nary: Appointme	nt of Mr.J.N.Mylaralah as	a Director			
Whether promoter/promoter grou	p are	No						
interested in the agenda/resolutio	in?							
Category	Mode of Voting		polled	% 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	100.00	3313037		100.00	
Tromoter and Frances Brash	Poll			•		3		
	Postal Ballot(if applicable)	1			172			
	Total	3313037	3313037	100.00	3313037	99	100.00	
Public - Institutions	E-Voting				16			
	Poll	1				10		
	Postal Ballot(if applicable)	1	S*	•		1.0		
	Total	1080	0	•	0			
Public -Non Institutions	E-Voting		101	0.01	1	100	0.99	99.01
	Poll	1	15422	1.20	15422		100.00	()
	Postal Ballot(if applicable)						(*)	
	Total	1285883	15523	1.21	15423			0.64
Total		4600000	3328560	72.36	3328460	100	100.00	0.00
		Resolution 4-Ord	inary: Appointme	ent of Auditors				
Resolution required:(Ordinary/Sp Whether promoter/promoter grou	ıp are	Resolution 4-Ord No	inary: Appointme	ent of Auditors				
	ıp are	No.of shares held	No.of votes	% 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)
Whether promoter/promoter grou interested in the agenda/resolution Category	ip are on? Mode of Voting	No.of shares	No.of votes	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	in favour	against (5)	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grou interested in the agenda/resolution Category	up are on?	No.of shares held	No.of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100 (6)	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grou interested in the agenda/resolution Category	ip are pn? Mode of Voting E-Voting	No.of shares held	No.of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100 (6)	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grou interested in the agenda/resolution Category	p are on? Mode of Voting E-Voting Poll	No.of shares held	No.of votes polled (2) 3313037	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100 (6)	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grou interested in the agenda/resolution Category	p are pare pare pare pare pare pare pare	No. of shares held (1)	No.of votes polled (2) 3313037	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3) 100.00	(4) 3313037	against (5)	on votes polled (6)=[(4)/(2)]*100 (6) - 100.00	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grou interested in the agenda/resolution Category Promoter and Promoter group	p are pn? Mode of Voting E-Voting Poll Postal Ballot(if applicable) Total	No. of shares held (1)	No.of votes polled (2) 3313037	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3) 100.00	(4) 3313037	against (5)	on votes polled (6)=[(4)/(2)]*100 (6) - 100.00	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grou interested in the agenda/resolution Category Promoter and Promoter group	pp are pn? Mode of Voting E-Voting Poll Postal Ballot(if applicable) Total E-Voting	No. of shares held (1)	No.of votes polled (2) 3313037	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3) 100.00	(4) 3313037	against (5)	on votes polled (6)=[(4)/(2)]*100 (6) - 100.00	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grou interested in the agenda/resolution Category Promoter and Promoter group	E-Voting Postal Ballot(if applicable) Total E-Voting Poll Postal Poll Foundary Found	No. of shares held (1)	No.of votes polled (2) 3313037	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3) 100.00 - - 100.00	(4) 3313037 3313037	(5)	on votes polled (6)=[(4)/(2)]*100 (6) - 100.00 100.00 100.00 100.00	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grou interested in the agenda/resolution Category Promoter and Promoter group	E-Voting Poll Postal Ballot(if applicable) E-Voting Poll Postal Ballot(if applicable) Total E-Voting Poll Postal Ballot(if applicable)	No. of shares held (1)	No.of votes polled (2) 3313037 , 3313037	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3) 100.00 - - 100.00	(4) 3313037 3313037	(5) (5) (7) (8) (8) (8) (8) (8) (8) (8) (8) (8) (8	on votes polled (6)=[(4)/(2)]*100 (6) - 100.00 100.00 100.00 100.00	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grouinterested in the agenda/resolution Category Promoter and Promoter group Public - Institutions	pp are pp are pp are pp are pp are poll postal Ballot(if applicable) Total E-Voting Poll Postal Ballot(if applicable) Total Total Total Total Total Total Total Total	No. of shares held (1)	No.of votes polled (2) 3313037	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3) 100.00 - - 100.00	(4) 3313037 3313037	(5) (5) (7) (8) (8) (8) (8) (8) (8) (8) (8) (8) (8	on votes polled (6)=[(4)/(2)]*100 (6) - 100.00 100.00 100.00 100.00	on votes polled (7)=[(5)/(2)]*100 (7)
Whether promoter/promoter grou interested in the agenda/resolution Category Promoter and Promoter group Public - Institutions	pp are pare pare pare pare pare pare par	No. No. of shares held (1) 3313037	No.of votes polled (2) 3313037 , 3313037 , 101 101 15422	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3) 100.00 - - 100.00 - - - 0.01	(4) 3313037 3313037	(5)	on votes polled (6)=[(4)/(2)]*100 (6) - 100.00 100.00 100.00 100.00 - 100.00 - 100.00	on votes polled (7)=[(5)/(2)]*100 (7) (7)
Whether promoter/promoter grou interested in the agenda/resolution Category Promoter and Promoter group Public - Institutions	E-Voting Poll Postal Ballot(if applicable) Total E-Voting Poll Postal Ballot(if applicable) Total E-Voting Poll Postal Ballot(if applicable) Total E-Voting Poll Fotal E-Voting Poll	No. of shares held (1)	No.of votes polled (2) 3313037 3313037 101 15422	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3) 100.00 - 100.	(4) 3313037 3313037 3313037 (1) 1542:	against (5)	on votes polled (6)=[(4)/(2)]*100 (6) - 100.00 100.00 100.00 100.00 - 100.00 - 100.00 - 100.00	on votes polled (7)=[(5)/(2)]*100 (7) (7) (7) 99.01



Resolution required:(Ordinary/Spe	ecial)	Resolution 5-Spe	cial: Approval of I	the terms of remuneration	of Mr.J.N.Mylaraiah	, Managing Directo	r of the Company	
Whether promoter/promoter grou interested in the agenda/resolutio	•	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)	327	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Promoter and Promoter group	E-Voting		3313037	100.00	3313037		100.00	
	Poll							
	Postal Ballot(if applicable)		-	-			÷	
	Total	3313037	3313037	100.00	3313037		100.00	
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot(if applicable)			•				
	Total	1080	0		0			
Public -Non Institutions	E-Voting		101	0.01	1	100	0.99	99.01
	Poll		15422	1.20	15422		100.00	£-
	Postal Ballot(if applicable)			*				:
	Total	1285883	15523	1.21	15423	100	99.36	0.64
Total		4600000	3328560	72.36	3328460	100	100.00	0.00



V. SREEDHARAN AND ASSOCIATES

Company Secretaries

No. 32/33, 1st and 2^{ad} Floor, GNR Complex, 8th Cross, Wilson Garden, Bengaluru 560 027 (+91 80 222 90 394 @compliance@sreedharancs.com



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 Cutoff 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 by	Total
	voting	Poll	
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 by		Total
	voting	Poll	
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



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 by Poll 48	Total
	voting	Poll	
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. Mylaraiah (DIN 06675260), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution

	Remote E-	∀oting by	Total
	voting	Poll	
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 by	Total
	voting	Poll	
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



d) RESOLUTION 4

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

(i) Voted in favour of Resolution

	Remote E-	Voting by	Total
	voting	Poll	
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 by	Total
voting	Poll	
1	NIL	1
100	NIL	100
Negligible	NIL	Negligible
	voting 1	voting Poll 1 NIL 100 NIL



e) RESOLUTION 5

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

(i) Voted in favour of Resolution

	Remote E-	Voting by	Total
	voting	Poll	
Number of Members present and	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 by	Total
	voting	Poll	
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



- 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

