

NOTICE TO MEMBERS

Notice is hereby given that the 27th Annual General Meeting of ADC India Communications Limited will be held on Friday, June 26, 2015 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, 2015, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs.29 per equity share and to declare a Final Dividend of Rs.1/-per equity share.
3. To appoint a Director in place of Mr.Joydeep Nag (DIN 01501037), 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, the re-appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, be and is hereby ratified and that the Board of Directors be 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 adoption of new Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft regulations as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient 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 Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactments thereof for the time being in force, and the provisions of Clause 49 VII of the Listing Agreement, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contracts / arrangements / transactions with TE Connectivity India Private Limited, a ‘Related Party’ as defined under Section 2 (76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement for (a) sale, purchase or supply of any goods or materials directly or through appointment of agent and (b) availing or rendering of any services whether technical and/or financial and/or both, on such terms and conditions as may be mutually agreed upon between the Company and TE Connectivity India Private Limited, for an amount not exceeding in aggregate Rs. 200 million (Rupees Two hundred million only) in each financial year.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted/availed with/from the related party within the aforesaid limit and to do or cause to be done all such acts, deeds, matters and things, as may be considered necessary, expedient or desirable and to execute such agreements, documents and writings as may be necessary or desirable, in order to give effect to this Resolution.”

By Order of the Board

R. Ganesh
Company secretary

Place: Bangalore

Date: May 11, 2015

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NOTE:

1. A Member entitled to attend and vote at the Annual General Meeting 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. The Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business set out in the notice is annexed.
4. Members/proxies should bring the duly filled Attendance Slip to attend the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from June 22, 2015 to June 26, 2015 (both days inclusive).
6. 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 as on June 21, 2015.
7. 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).
8. 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, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032
9. 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 2007 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. Members, who have not yet encashed their dividend, may make their claim to the Company's Registrar & Share Transfer Agent, without any delay.
10. The Annual Report of the Company for the Year ended March 31, 2015 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 post.
11. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website www.adckcl.com and also on the website of BSE Limited where the shares of the Company have been listed.
12. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
13. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
14. The Securities and Exchange Board of India (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 the Company's Registrar and Share Transfer Agents in case of holdings in physical form.
15. Only bonafide Members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

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16. Reappointment of Director

Mr. Joydeep Nag is the Director-Finance of TE Connectivity India Private Limited. He is a qualified Chartered Accountant, a Master's in Business Administration and is a graduate of experienced Financial Leadership Programme of GE.

He has worked in reputed companies like Indian Aluminum, Godrej & Boyce and GE. In his stint in GE, he was Chief Financial Officer of GE Health Care for South Asia, for more than five years, leading the finance organization spread across a complex manufacturing, distribution and service organization handling a large number of legal entities and Joint Ventures. He joined TE Connectivity India Private Limited in February, 2013.

Mr. Joydeep Nag hold directorship in Raychem RPG Private Limited, TE Connectivity Global Shared Services India Private Limited, CII Guardian International Limited, Deutsch India Power Connectors Private Limited and WEMA. He does not hold any Equity Shares of the Company.

Except Mr. Joydeep Nag, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed appointment.

17. Voting through electronic means

(1) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015 and clause 35B of the Listing Agreement entered into with Stock Exchange, the Company is providing to all the Members of the Company holding shares as on the cut-off date a facility to exercise their right to vote by electronic means for transacting the business at the Annual general Meeting through e-voting services provided by M/s.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) Launch an internet browser by typing the URL: <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 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 "EVENT". Select the EVENT of ADC India Communications Limited and click on – Submit.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut- off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially 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) Members holding multiple folios/demat accounts shall choose the voting

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process separately for each folio/demat accounts.

- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate Members / Institutional 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., together with attested specimen signature of the duly authorized representative(s) who are authorized to vote, to the scrutinizer by an email 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 27th Annual General Meeting".

B. (1) In case of Members receiving physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:

- (i) User ID and initial password is provided at the bottom of the Attendance Slip.
- (ii) Please follow all steps from Sl.No. (i) to (xii) as mentioned above to cast vote.

- 2. In case of any queries, you may refer to the "Frequently asked Questions (FAQs) and "e-voting user manual" available in the downloads section of Karvy's e-voting website <http://evoting.karvy.com> or call M/s. Karvy Computershare Private Limited at Toll Free No.1-800-3454-001.
- 3. The e-voting period commences on Tuesday, June 23, 2015 at 09:00 A.M. and ends on Thursday,

June 25, 2015 at 5:00 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 i.e., Friday, June 19, 2015, may cast their vote by electronic means in the manner and process set out herein above. 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.

- 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 June 19, 2015.
- 5. Members who have acquired shares after the dispatch of the Notice and holding shares as of the cut-off date may approach M/s. Karvy Computershare Private Limited for issuance of User ID and Password for exercising their right to vote by electronic means by sending email to evoting@karvy.com or call Karvy's toll free number 1-800-3454-001. However, if such Member is already registered with M/s. Karvy Computershare Private Limited for e-voting then existing User ID and Password can be used for casting their vote.
- 6. The Board of Directors has appointed Mr. V. Sreedharan, Partner, M/s V. Sreedharan & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 7. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- 8. The Results shall be declared by the Chairman or person authorized by the Chairman 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).

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9. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company (www.adckcl.com) and on the website of Karvy (<https://evoting.karvy.com>) and communicated to the BSE Limited.

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

Item No.5

The Articles of Association of the Company as currently in force is based on the Companies Act, 1956. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

It is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

The proposed new draft Articles of Association is being uploaded on the Company's website at www.adckcl.com for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.5 of the Notice.

The Board recommends the Special Resolution set out at item No.5 of the Notice for approval of the Members of the Company.

Item No.6

The Company has entered into or may enter into contracts / arrangements / transactions with TE Connectivity India Private Limited who is a related party within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement:

The particulars of the contracts / arrangements / transactions are as under:

Name of the Related Party	TE Connectivity India Private Limited
Nature of Relationship	The Company and TE Connectivity India Private Limited are indirect subsidiaries of TE Connectivity Limited, Switzerland.
Material terms of the Contracts / arrangements / transactions	(a) Sale, purchase or supply of any goods or materials directly or through appointment of agent on arms' length basis. (b) Availing or rendering of any services whether technical and/or financial and/or both on arms' length basis.
Monetary Value (Rupees in millions per financial year)	(a) Not exceeding Rs.180 million towards Sale, purchase or supply of any goods or materials in each financial year. (b) Not exceeding Rs.20 million towards availing or rendering of any services whether technical and/or financial and/ or both in each financial year.
Name of Director or Key Managerial Personnel who is related	None
Any other information relevant or important for the Members to make a decision on the proposed transactions	None

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The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business requirements. Transactions for sale, purchase or supply of goods or materials and availing or rendering of services are deemed to be 'material' in nature as defined in Clause 49 VII of the Listing Agreement as they may exceed 10% of the annual turnover of the Company. Thus, in terms of the Provisions of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement, these transactions would require the approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way,

concerned or interested, financially or otherwise, in the Special Resolution set out at item No.6 of the Notice.

The Board recommends the Special Resolution set out at item No.6 of the Notice for approval of the Members of the Company.

By Order of the Board

R. Ganesh
Company secretary

Place: Bangalore
Date: May 11, 2015

ADC INDIA COMMUNICATIONS LIMITED

CIN: L32209KA1988PLC009313

No.485/8A&8B, 14th Cross, 4th Phase, Peenya Industrial Area, Bangalore – 560058

Tel.:+91 80 28366291 Fax: +91 80 28362214 Website: www.adckcl.com

PROXY FORM

Name of the member(s).....

Registered Address.....

Email ID:.....

Folio No./Client Id:.....

DP ID.....

I/We, being the member(s) of Shares of the above named company, hereby appoint.

1. Name.....Address.....

.....

E-mail Id.....Signature.....or failing him.

2. Name.....Address.....

.....

E-mail Id.....Signature.....or failing him.

3. Name.....Address.....

.....

E-mail Id.....Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on the Friday, June 26, 2015 at 11.00 A.M. at Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bangalore – 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements for the year ended March 31,2015.		
2.	Confirmation of Interim dividend and approval for Final Dividend for the financial year ended March 31, 2015.		
3.	Re-appointment of Mr.Joydeep as a Director.		
4.	Appointment of Deloitte Haskins & Sells, Chartered Accountants, as the Auditors of the company.		
Special Business			
5.	Adoption of new Articles of Association of the Company.		
6.	Approval of Related Party Transactions.		

Signed this..... Day of2015



Signature of Member

Signature of Proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 27th Annual General Meeting.
- 3*. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.