

ADC India Communications Limited

Date of the AGM 13-07-2016

Total number of shareholders on record date 5078

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 1

Public: 67

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: -

Public: -

Resolution required:(Ordinary/Special) Ordinary-1: To receive,consider and adopt the financial statements for the year ended March 31,2016 and the reports of the Board of Directors and Auditors thereon

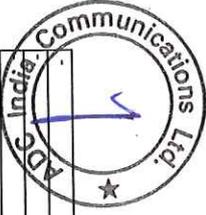
Whether promoter/promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	(2)	(3)=[(2)/(1)]*100	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		3104360		100.00			3104360			100.00		
	Poll		-		-			-			-		
	Postal Ballot(if applicable)		-		-			-			-		
Public - Institutions	Total	3104360	3104360		100.00			3104360			100.00		
	Poll		-		-			-			-		
	Postal Ballot(if applicable)		-		-			-			-		
Public -Non Institutions	Total	1080	0		-			0			-		
	E-Voting		111		0.01			111			100.00		
	Poll		2105		0.14			2105			100.00		
Total	Total	1494560	2216		0.15			2216			100.00		
		4600000	3106576		67.53			3106576			100.00		

Resolution required:(Ordinary/Special) Ordinary-2: To declare dividend on equity shares for the financial year ended March 31,2016

Whether promoter/promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	(2)	(3)=[(2)/(1)]*100	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		3104360		100.00			3104360			100.00		
	Poll		-		-			-			-		
	Postal Ballot(if applicable)		-		-			-			-		
Public - Institutions	Total	3104360	3104360		100.00			3104360			100.00		
	Poll		-		-			-			-		
	Postal Ballot(if applicable)		-		-			-			-		
Public -Non Institutions	Total	1080	0		-			0			-		
	E-Voting		111		0.01			111			100.00		
	Poll		2105		0.14			2105			100.00		
Total	Total	1494560	2216		0.15			2216			100.00		
		4600000	3106576		67.53			3106576			100.00		



Ordinary-3: Appointment of Auditors									
Resolution required:(Ordinary/Special) 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	
Promoter and Promoter group	E-Voting		3104360	100.00	3104360	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot(if applicable)		-	-	-	-	-	-	
	Total	3104360	3104360	100.00	3104360	-	100.00	-	
Public - Institutions	E-Voting		-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot(if applicable)		-	-	-	-	-	-	
	Total	1080	0	-	0	10	90.99	0.45	
Public-Non Institutions	E-Voting		111	0.01	101	-	100.00	-	
	Poll		2105	0.14	2105	-	-	-	
	Postal Ballot(if applicable)		-	-	-	-	-	-	
	Total	1494560	2216	0.15	2206	10	99.55	0.45	
Total		4600000	3106576	67.53	3106566	10	100.00	0.00	

Special-4:Amendement to the Articles of Association of the Company									
Resolution required:(Ordinary/Special) 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	
Promoter and Promoter group	E-Voting		3104360	100.00	3104360	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot(if applicable)		-	-	-	-	-	-	
	Total	3104360	3104360	100.00	3104360	-	100.00	-	
Public - Institutions	E-Voting		-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot(if applicable)		-	-	-	-	-	-	
	Total	1080	0	-	0	10	90.99	0.47	
Public-Non Institutions	E-Voting		111	0.01	101	-	100.00	-	
	Poll		2005	0.13	2005	-	-	-	
	Postal Ballot(if applicable)		-	-	-	-	-	-	
	Total	1494560	2116	0.14	2106	10	99.53	0.47	
Total		4600000	3106476	67.53	3106466	10	100.00	0.00	



V. SREEDHARAN AND ASSOCIATES

Company Secretaries

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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 28th Annual General Meeting of the Equity Shareholders of
“ADC India Communications Limited” held on Wednesday, July 13, 2016 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 scrutinizing the
remote e-voting process and voting by poll taken at the 28th Annual General Meeting
of the Equity Shareholders of “ADC India Communications Limited” held on
Wednesday, July 13, 2016 at 11.00 am at Vijaynagar Hall, Vivanta by Taj, 41/3,
Mahatma Gandhi Road, Bengaluru - 560 001:



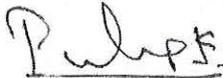
We submit our report as under:

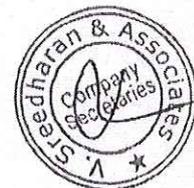
A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M on Sunday, July 10, 2016 up to 5.00 P.M on Tuesday, July 12, 2016.
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 / airmail.
3. The e-voting event was unblocked on July 12, 2016 around 5.16 P.M. in presence of two witnesses, namely Ms. Ashwitha Rai, residing at Sector 2, Room No. 001, Siribolpu, Lakshmi Paradise, Near Amrut Nagar Police Station, Bengaluru 560024 and Mr. Pradeep B. Kulkarni residing at No.53/1-A, SPL Sree Theertha Apartment, 4th Main, 17th Cross, Malleshwaram, Bengaluru 560055 who are not in the employment of the Company.

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


(Ashwitha Rai)


(Pradeep B. Kulkarni)



B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairperson, 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 6, 2016, being the Cut-off date for the purpose of deciding the entitlements of members 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 13, 2016 at 12.15 PM to know the voting pattern. The ballot boxes were 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, 2016 and the reports of the Board 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)	4	33	37
Number of votes cast by them	31,04,471	2,105	31,06,576
% of Total Number of valid votes cast	100	100	100

(i) Voted against the resolution - NIL

(ii) Invalid Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	5	5
Number of votes cast by them	NIL	34	34



b) RESOLUTION 2

To declare dividend on equity shares for the financial year ended March 31, 2016.

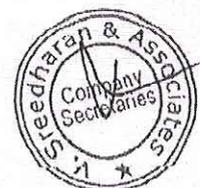
(ii) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	4	33	37
Number of votes cast by them	31,04,471	2,105	31,06,576
% of Total Number of valid votes cast	100	100	100

(iii) Voted against the resolution - NIL

(iv) Invalid Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	5	5
Number of votes cast by them	NIL	34	34



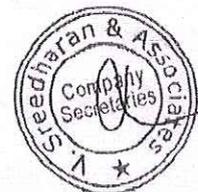
c) RESOLUTION 3

To ratify the re-appointment of the 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, 142 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. 0080725) 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 and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	33	36
Number of votes cast by them	31,04,461	2,105	31,06,566
% of Total Number of valid votes cast	100	100	100



(ii) Voted against the resolution

	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	10	NIL	10
% of Total Number of valid votes cast	Negligible	NIL	Negligible

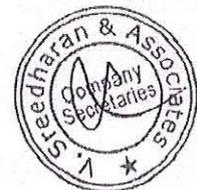
(iii) Invalid Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	5	5
Number of votes cast by them	NIL	34	34

d) RESOLUTION 4

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 14 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and are hereby amended by replacing the words " Tyco electronics AMP GmbH" wherever it appears in the Articles of Association of the Company



with” CommScope Connectivity LLC (formerly known as ADC Telecommunications Inc.).”

“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.”

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	32	35
Number of votes cast by them	31,04,461	2,005	31,06,466
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution -

	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	10	NIL	10
% of Total Number of valid votes cast	Negligible	NIL	Negligible



(iii) Invalid Votes:

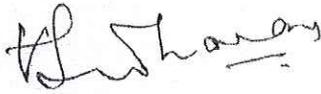
	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	6	6
Number of votes cast by them	NIL	134	134

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 papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



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



Place: Bengaluru

Dated: July 13, 2016