



ADC INDIA COMMUNICATIONS LIMITED

MINUTES OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF ADC INDIA COMMUNICATIONS LIMITED HELD ON FRIDAY, JUNE 26, 2015 AT 11.00 A.M AT VIJAYNAGAR HALL, 'VIVANTA' BY TAJ, MG ROAD, BANGALORE.

The following were present:

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| Mr. S.Devarajan | -- | Chairman |
| Mr. J.N.Mylaraiah | -- | Managing Director |
| Mr. Arun Kakatkar | -- | Director |
| Mr. Joydeep Nag | -- | Director |
| Ms. Revathy Ashok | -- | Director |
| Mr. N.Srinivasan | -- | Director |
| Mr. Rakesh Bhanushali | -- | Chief Financial Officer |
| Mr. R.Ganesh | -- | Company Secretary |
| Members present in Person | -- | 61 |
| Members present by Proxy | -- | 2 |

Mr.Sathya Koushik, Partner, M/s. Deloitte Haskins & Sells, Chartered Accountants, Statutory Auditors of the Company was present.

In accordance with the Articles of Association of the Company, Mr.S.Devarajan, Chairman of the Board of Directors, took the Chair.

The Chairman welcomed the Members and declared that the requisite quorum as per section 103 of the Companies Act, 2013, was present and called the Meeting to order. The Chairman introduced the Directors and the Management team to the Members. The Chairman stated that the Register of Directors & Key Management Personnel and the Register of Contracts/Arrangements in which Directors are interested are available for inspection by the Members.

The Chairman addressed the Members providing them an insight into the business performance of the Company during the year 2014-15 and the Company's preparedness to address the growing and changing needs of the market. He also mentioned about the announcement made in January, 2015 by TE Connectivity agreeing to sell the Broadband Network Solutions (BNS) business globally to Commscope, the Company being part of the BNS business unit. Mr.J.N.Mylaraiah, Managing Director addressed the Members on the financial performance of the Company during the year and on the new products introduced by the Company to cater to the Telecom market. Mr. Mylaraiah also briefed the Members regarding the current market trends.

The Chairman informed the Members that Pursuant to provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice through e-voting facility provided by M/s. Karvy Computershare Private Limited. He further informed that e-voting opened on June 23, 2015 (9.00AM) and ended on June 25, 2015 (05.00PM). He also informed that Mr.V.Sreedharan, Partner, M/s V.Sreedharan & Associates, Practicing Company Secretaries has been appointed as the scrutinizer for scrutinizing the e-voting and the voting at the Annual General Meeting. Members were informed that there will be no show of hands.

The Chairman informed the Members that a Poll will be taken in respect of all the resolutions contained in the Notice of the Meeting. The Chairman appointed Mr.V.Sreedharan as the scrutinizer for the Poll.

The Chairman then started the further proceedings and requested the Company Secretary to read the Auditor's Report. Thereafter on the invitation of the Chairman several Members addressed the meeting and asked their questions on the Company's accounts and businesses and on the Annual Report, which were adequately and appropriately replied by the Chairman and other Directors.



ADC INDIA COMMUNICATIONS LIMITED

The Chairman then ordered the Poll to be taken in respect of all resolutions contained in the notice of the meeting. The Chairman announced that on receipt of the scrutinizer's report, the voting results will be sent to the Bombay Stock Exchange Limited and also displayed on the Company's website.

Mr.V.Sreedharan, scrutinizer conducted the Poll. After ensuring that all members participating in the Poll had casted their votes, the Scrutinizer closed the Poll and took Polling Box in his custody.

Results of Voting

On the basis of the Scrutinizer's report dated June 27, 2014 on e-voting and on the Poll, the Company Secretary of the Company announced the results of voting on June 29, 2015 mentioning that the resolutions for the Ordinary businesses and Special businesses as set out in Item No.1 to 6 in the Notice of the 27th Annual General Meeting of the Company have been duly passed by the requisite Majority.

The following Resolutions were duly approved by the Members with requisite majority:

ORDINARY BUSINESS

Item No.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.

"RESOLVED that the Audited Profit and Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Directors Report and Auditors Report thereon be and are hereby approved and adopted."

Item No.2: Confirmation of Interim Dividend and approval of Final Dividend for the year ended March 31, 2015

"RESOLVED THAT the payment of Interim Dividend of Rs. 29/- per equity share of Rs.10/- each be and is hereby confirmed".

"RESOLVED FURTHER THAT pursuant to the recommendations of the Board of Directors of the Company, a final dividend of Rs.1.00 per equity share of Rs.10/- each to the Members of the Company whose name appear on the Register of Members as at the close of business hours on June 21, 2015 be and is hereby declared for the year ended March 31, 2015."

Item No.3: Appointment of Mr. Joydeep Nag as a Director

"RESOLVED that Mr.Joydeep Nag (DIN 01501037), a Director, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No.4: Appointment of M/s.Deloitte Haskins & Sells, Chartered Accountants, as Auditors of the Company and fix their remuneration

"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."



ADC INDIA COMMUNICATIONS LIMITED

SPECIAL BUSINESS

Item No.5: Adoption of new Articles of Association of the Company

"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."

Item No.6: Approval of Related Party Transactions

"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 parties 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."

The voting results were notified to the Bombay Stock Exchange Limited and also displayed on the on the Company's website.

CHAIRMAN OF THE MEETING
Dated: July 02, 2015