



ADC INDIA COMMUNICATIONS LIMITED

MINUTES OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF ADC INDIA COMMUNICATIONS LIMITED HELD ON FRIDAY, AUGUST 08, 2014 AT 11.00 A.M AT VIJAYNAGAR HALL, 'VIVANTA' BY TAJ, MG ROAD, BANGALORE.

The following were present:

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	--	57
Members present by Proxy	--	Nil

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

In accordance with Article 97 of 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 2013-14 and the Company's readiness to handle the growing business opportunities in India and the neighboring countries. Mr.J.N.Mylaraiah, Managing Director address the Members on the financial performance of the Company during the year, new products introduced to cater the Telecom market and the new product portfolio to meet the Enterprise SMB segment of the market and 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 Karvy Computershare Private Limited. He further informed that e-voting opened on August 02, 2014 (10.00AM) and ended on August 04, 2014 (05.00PM).He also informed that Mr.V.Sreedharan, Partner, M/s V.Sreedhran & Associates, Practicing Company Secretaries was appointed as the scrutinizer for scrutinizing the e-voting process and that he has submitted his report on e-voting. 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, then, appointed Mr.V.Sreedharan as the scrutinizer for the Poll.

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R. Ganesh

R. Ganesh
Company Secretary



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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.

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 (E-Voting and Poll) will be displayed on the Company's website and sent to the Bombay Stock Exchange.

Mr.V.Sreedharan, the 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 E-voting and Poll.

On the basis of the Scrutinizer's report dated August 05, 2014 on e-voting and the Scrutinizer's report dated August 09, 2014 on the Poll, the Company Secretary of the Company announced the results of voting on August 09, 2014 mentioning that the resolutions for the Ordinary businesses and Special businesses as set out in Item No.1 to 9 in the Notice of the 26th 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, 2014, 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, 2014 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: Approval of Dividend for the year ended March 31, 2014

"RESOLVED that pursuant to the recommendations of the Board of Directors of the Company, a dividend at the rate of 25% (Rs.2.50 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 August 01, 2014 be and is hereby declared for the year ended March 31, 2014."

Item No.3: Appointment of Mr.Arun Kakatkar as a Director

"RESOLVED that Mr .Arun Kakatkar (D IN 05305918), 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."

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Company Secretary



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Item No.4: Appointment of Messrs. 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 Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifth consecutive Annual General Meeting, 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

Item No.5: Appointment of Mr.J.N.Mylaraiah as the Managing Director of the Company

"RESOLVED that pursuant to applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the said Act, the consent of the members of the Company be and is hereby accorded to the appointment of Mr.J.N.Mylaraiah (DIN 06675260) as the Managing Director of the Company for a period of five years with effect from April 01, 2014 upon such terms and conditions as agreed between the Company and Mr.J.N.Mylaraiah, with powers to the Board of Directors (including any Committee of the Board) to alter and vary the remuneration and terms & conditions of the said appointment and/or agreement subject to the limits specified in Schedule V to the Act or any amendments thereto that the Central Government may make from time to time."

"RESOLVED FURTHER THAT the procedure under section 160 of the Act has been complied with and the Board of Directors of the Company (including any Committee of the Board) be and are hereby authorized to take such steps as may be necessary and desirable to give effect to this resolution."

Item No.6: Approval of the terms of remuneration of Mr.J.N.Mylaraiah, Managing Director

"RESOLVED that pursuant to the provisions of sections 2(94), 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the members of the Company be and is hereby accorded to the payment of remuneration to Mr.J.N.Mylaraiah under Schedule V (Part II, Section II) of the Companies Act, 2013 in the event of inadequate profits."

"RESOLVED that pursuant to the provisions of sections 2(94), 197, 198 and 203 and schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals as may be required, the consent of the members of the Company be and is hereby accorded to the payment of remuneration to Mr.J.N.Mylaraiah, for the period from April 01, 2014 to March 31, 2016 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof ("the Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance



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with the provisions of the Companies Act, 2013 and schedule V or any modification thereto and as may be agreed to by and between the Board and Mr.J.N.Mylaraiah."

"RESOLVED further that pursuant to Schedule V (Part II, Section II) of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to double the limits of managerial remuneration of Rs.42 Lakhs to Rs. 84 Lakhs specified under Schedule V of the Companies Act, 2013 in the event of inadequate profits."

Item No.7: Appointment of Ms.Revathy Ashok as an Independent Director

"RESOLVED that, pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Ms.Revathy Ashok, (DIN 00057539), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01,2014 up to March 31, 2019, not liable to retire by rotation."

Item No.8: Appointment of Mr.N.Srinivasan as an Independent Director

"RESOLVED that, pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr.N.Srinivasan, (DIN 02036517), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01,2014 up to March 31, 2019, not liable to retire by rotation."

Item No.9: Appointment of Mr.S.Devarajan as an Independent Director

"RESOLVED that, pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr.S.Devarajan, (DIN 00878956), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01,2014 up to March 31, 2019, not liable to retire by rotation."

The voting results (E-voting and Poll) were notified to the Bombay Stock Exchange and also displayed on the on the Company's website.

Sd/-
CHAIRMAN OF THE MEETING
Dated: August 18, 2014

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R. Ganesh
R. Ganesh
Company Secretary