

ADCC INFOCAD LIMITED

CIN: L72300MH1998PLC114790; Registered Office: 10/5, I.T. Park, Nagpur, Maharashtra, India- 440022

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POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the members of ADCC Infocad Limited (hereinafter referred to as “the **Company**”), pursuant to Section 110 of the Companies Act, 2013 (the “**Companies Act**”, which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 as amended from time to time (the “**Rules**”, which shall include any statutory modifications, amendments or re-enactments thereto) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the members by way of special resolution for matter as considered in the Resolution appended below.

The Board of Directors of the Company has proposed to obtain the consent of the members for the matter as considered in the Resolution appended below. Thus, in terms of Section 110 of the Companies Act, 2013 read with the relevant Rule(s) as also to facilitate wider participation in the approval process by the members residing at different locations it is proposed to obtain their consent by way of postal ballot instead of convening a general meeting of the members. The Resolutions are appended below and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder the Company has also extended e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Form(s). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility to all its members. Detailed instructions to use the e-voting facility are given in this Notice. Members of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Board of Directors of the Company has appointed Mr. Sushil Kawadkar, Practicing Company Secretary, (Membership Number-5725) as the Scrutinizer for conducting the postal ballot including e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form before filling the Form and return the same duly completed in the enclosed Prepaid Postage self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Prepaid Postage self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer at 63, Income Tax Colony, Pratap Nagar, Nagpur- 440022 by not later than closing of working hours 5:00 p.m. (17:00 Hours IST) on Tuesday, July 05, 2016 the last date for the receipt of the completed Postal Ballot Forms. Please note that the Postal Ballot Form(s) received after the said date will be strictly considered that no reply has been received from the Member in

terms of the Rules. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.

The Scrutinizer will submit his report to the Chairman /Managing Director/ Board of Directors of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on Wednesday, July 06, 2016 which shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority and the results along with Scrutinizer's report shall also be communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.adccinfocad.com.

RESOLUTIONS

SPECIAL BUSINESS:

Resolution No.1: Alteration of Main Object Clause of Memorandum of Association

The Company is considering various business opportunities in the market which can be more economically and efficiently combined with its existing business and for better utilization of its assets and resources, the Company is exploring new avenues of business which may include providing consultancy in Aerial and Satellite Remote Sensing, mapping and setting up a Data Processing and Geographical Information System Centre, designing and setting up of all types of Infrastructure Projects, electrical and mechanical projects, generation and distribution of all types of energy, providing consultancy in water management, supply and treatment. Accordingly, the Company proposes to alter the "Main Object" of the Memorandum of Association of the Company. In light of the above, the members of the Company to consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) any other applicable laws, regulations, policies or guidelines, and subject to the approval of Registrar of Companies, Mumbai, the approval of Shareholders be and is hereby accorded for inserting the following clauses III (A) (2) to III (A) 5 in existing Memorandum of Association, in relation to the main objects to be pursued by the Company be and is hereby amended and replaced to read as under :-

- 2) *"To carry on the business of geographical surveys and mapping, On-Shore & Off-Shore surveys and Fields Surveys, Consultancy of Survey Planning, Aerial and Satellite Remote Sensing using different sensors like RADAR, Aeromag, LiDAR etc., in addition to cameras and mapping using any of the above mentioned sensor systems from Aerial and other platforms, geographical information systems, Management System Engineering Consultancy, set up a Data Processing and Geographical Information System Centre using computer systems and for this purpose to acquire, purchase or take on lease or on hire computer systems including computer accessories, computing and management service equipment, act as consultants in India and abroad in relation to all aspects of data processing systems, computer software, process control systems, providing Manpower placement and recruiting, Selecting, Interviewing, Training and Employing all types of executives, Middle Management Staff, Junior Level Staff, Labourers Skilled/Unskilled required by various Industries and organizations, to provide consultancy and other services in connection with requirements of persons and manpower supply in India and abroad."*

- 3) *“To carry on the business of infrastructure developers, designing, setting up of all types of Infrastructure Projects, constructing, reconstructing and acting as Turnkey Project Managers for all Infrastructure Development, Road Projects, Ports, Airports, Industrial Townships, Housing, Cities, Urban Infrastructure, Public Utilities, civil construction projects, irrigation projects, agricultural projects, mechanical projects, electrical projects, entering into contracts and arrangement with Government; Semi- government Municipal and Local Authorities , local autonomous bodies, other Government agencies, bodies, institutions including foreign agencies and institutions as may be permitted in law.”*
- 4) *“To provide consultancy services to industry, municipal corporations, State water supply undertakings, sewerage/ drainage boards or other statutory or non-statutory authority, company and/or person, provide operational and maintenance services , carry out concessions/ off-take type/ management contract for municipal corporations, State water supply undertakings, sewerage/drainage boards or any other statutory/non-statutory authority, corporation, company and/ or person, actively assist in the development of private sector participation in water management/ supply / treatment/ distribution and collection sanitation/ disposal projects and develop an engineering capability in the sphere of water, sanitation- sewerage and waste water management and allied activities.”*
- 5) *“To carry on manage, supervise and control in India or abroad the business of transmitting, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description, manufacturing, trading, importing, exporting and/or process, assemble, deal in all kinds of machinery and accessories used in power generation, irrigation, mechanical works/projects/jobs, operating and maintaining electric power transmission systems/networks, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner , to acquire in any manner power transmission systems/networks, generation stations, sub-stations and transmission or distribution systems from State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, Central or State Government Undertakings, to do all the ancillary , related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, or platforms.”*

“RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, filing necessary e-forms with Registrar of Companies, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

Resolution No.2: Change in designation and remuneration of Mr. Sagar Meghe as Whole-time Director with the Nomenclature of Chairman of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Articles of Association, Section 196, 197, 203 read with Schedule V and other applicable provisions, if, any, of the Companies Act, 2013 (the Act) and any other modification and re-enactment thereof and as per the recommendation of the Nomination & Remuneration Committee, consent of the members of the Company be and is hereby accorded to change the designation of Mr. Sagar Meghe (DIN: 00127487) from Non-Executive Director to Whole-time Director of the Company with the Nomenclature of Chairman of the Company for the term from May 01, 2016 to April 30, 2021 and he shall be liable to be retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) and as per the Articles of Association of the Company and subject to such other approval(s), consent(s) and sanction(s) as may be required, the consent of the members of the Company be and is hereby accorded to pay remuneration not exceeding ₹ 5,99,925/- per month to Mr. Sagar Meghe (DIN 00127487), with effect from May 01, 2016, for his services as Whole-time Director of the Company with the Nomenclature of Chairman, within the overall limits and on such terms and conditions as recommended by the Board of Directors or Nomination and Remuneration committee (“NRC”). The remuneration shall exclude the following subject to in compliance with applicable provisions of Companies Act, 2013.”

Perquisites:

Perquisites shall be allowed in addition to the salary as contemplated hereinabove, but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time (and in accordance with the rules made by the Company for said purpose). The perquisites shall be evaluated as per the Income- tax Act, 1961, wherever applicable and in the absence of any such provision for the same, at actual cost.

“RESOLVED FURTHER THAT the aggregate of the remuneration shall not exceed 5% of the net profits of the Company in a financial year as prescribed in section 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), and if there is more than one Managing or Whole-time director in the Company, then 10% of the net profits of the Company for all of them together.”

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr. Sagar Meghe shall be paid such remuneration as minimum remuneration subject to approval of the Central Government, if required in terms of Section 197, 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of re-appointment subject to the overall aggregate limits specified under section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all the necessary acts, deeds, filing necessary e-forms with Registrar of Companies, matters and things, which may be required, expedient or proper to give effect to the above resolution.”

Resolution No.3: Change in Remuneration of Mr. Sameer Meghe

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) and as per the Articles of Association of the Company and subject to such other approval(s), consent(s) and

sanction(s) as may be required, the consent of the members of the Company be and is hereby accorded to pay remuneration not exceeding ₹ 5,99,925/- per month to Mr. Sameer Meghe (DIN 00127536), with effect from April 01, 2016, for his services as Whole-time Director of the Company with the nomenclature of Vice-Chairman, within the overall limits and on such terms and conditions as recommended by the Board of Directors or Nomination and Remuneration committee (“NRC”). The remuneration shall exclude the following subject to in compliance with applicable provisions of Companies Act, 2013.”

Perquisites:

Perquisites shall be allowed in addition to the salary as contemplated hereinabove, but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time (and in accordance with the rules made by the Company for said purpose). The perquisites shall be evaluated as per the Income- tax Act, 1961, wherever applicable and in the absence of any such provision for the same, at actual cost.

“**RESOLVED FURTHER THAT** the aggregate of the remuneration shall not exceed 5% of the net profits of the Company in a financial year as prescribed in section 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), and if there is more than one Managing or Whole-time director in the Company, then 10% of the net profits of the Company for all of them together.”

“**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr. Sameer Meghe shall be paid such remuneration as minimum remuneration subject to approval of the Central Government, if required in terms of Section 197, 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of re-appointment subject to the overall aggregate limits specified under section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** the board of directors of the Company be and are hereby severally authorized to do all the necessary acts, deeds, filing necessary e-forms with Registrar of Companies, matters and things, which may be required, expedient or proper to give effect to the above resolution.”

Resolution No.4: Change in Remuneration of Mr. Amit Somani

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) and as per the Articles of Association of the Company and subject to such other approval(s), consent(s) and sanction(s) as may be required, the consent of the members of the Company be and is hereby accorded to pay remuneration not exceeding ₹ 3,14,456/- per month to Mr. Amit Somani (DIN 00378635), with effect from April 01, 2016, for his services as Managing Director of the Company, within the overall limits and on such terms and conditions as recommended by the Board of Directors or Nomination and Remuneration committee (“NRC”). The remuneration shall exclude the following subject to in compliance with applicable provisions of Companies Act, 2013.”

Perquisites:

Perquisites shall be allowed in addition to the salary as contemplated hereinabove, but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time (and in accordance with the rules made by the Company for said purpose). The perquisites shall be evaluated as per the Income- tax Act, 1961, wherever applicable and in the absence of any such provision for the same, at actual cost.

“RESOLVED FURTHER THAT the aggregate of the remuneration shall not exceed 5% of the net profits of the Company in a financial year as prescribed in section 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), and if there is more than one Managing or Whole-time director in the Company, then 10% of the net profits of the Company for all of them together.”

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr. Amit Somani shall be paid such remuneration as minimum remuneration subject to approval of the Central Government, if required in terms of Section 197, 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of re-appointment subject to the overall aggregate limits specified under section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the board of directors of the Company be and are hereby severally authorized to do all the necessary acts, deeds, filing necessary e-forms with Registrar of Companies, matters and things, which may be required, expedient or proper to give effect to the above resolution.”

Resolution No.5: Change in Remuneration of Mr. Abhay Kimmatkar

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) and as per the Articles of Association of the Company and subject to such other approval(s), consent(s) and sanction(s) as may be required, the consent of the members of the Company be and is hereby accorded to pay remuneration not exceeding ₹ 3,49,800/- per month to Mr. Abhay Kimmatkar (DIN 01984134), with effect from April 01, 2016, for his services as Joint Managing Director of the Company, within the overall limits and on such terms and conditions as recommended by the Board of Directors or Nomination and Remuneration committee (“NRC”). The remuneration shall exclude the following subject to in compliance with applicable provisions of Companies Act, 2013.”

Perquisites:

Perquisites shall be allowed in addition to the salary as contemplated hereinabove, but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time (and in accordance with the rules made by the Company for said purpose). The perquisites shall be evaluated as per the Income- tax Act, 1961, wherever applicable and in the absence of any such provision for the same, at actual cost.

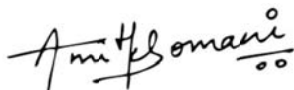
“RESOLVED FURTHER THAT the aggregate of the remuneration shall not exceed 5% of the net profits of the Company in a financial year as prescribed in section 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), and if there is more than one Managing or Whole-time director in the Company, then 10% of the net profits of the Company for all of them together.”

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr. Abhay Kimmatkar shall be paid such remuneration as minimum remuneration subject to approval of the Central Government, if required in terms of Section 197, 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of re-appointment subject to the overall aggregate limits specified under section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the board of directors of the Company be and are hereby severally authorized to do all the necessary acts, deeds, filing necessary e-forms with Registrar of Companies, matters and things, which may be required, expedient or proper to give effect to the above resolution.”

**By Order of the Board of Directors
FOR ADCC INFOCAD LIMITED**



**CA Amit Somani
Managing Director
DIN: 00378635**

Place: Nagpur
Date: 28/05/2016
Registered Office:
10/5, I.T. Park,
Nagpur- 440022, Maharashtra

NOTES:

1. Statement and reasons for the proposed resolutions stated hereinabove, pursuant to Section 102 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 is annexed hereto and forms part of the notice.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **27th May, 2016**. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding). The Postal Ballot Notice is being sent to Members to the addresses registered with their Depository Participants by permitted mode (i.e. registered post/speed post or through courier) along with a Prepaid Postage self-addressed Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial owners as on Friday the **27th May, 2016** (Cut Off date) will be considered for the purpose of voting by physical postal ballot and electronic voting.

4. Voting period commences on and from **Monday, 06 June, 2016** and ends on **Tuesday, 05 July, 2016** at 5:00 P.M. (17:00 Hours IST).
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members, convened in that behalf.
6. The Board of directors has appointed Mr. Sushil Kawadkar, Practicing Company Secretary (Membership Number-5725) as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.
7. The Members can opt for only one mode of voting, i.e., either by physical postal ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to cs@adccinfocad.com. The Company shall forward the same along with Prepaid Postage self-addressed Envelope to the member.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 with amendments thereof, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Prepaid Postage self-addressed Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours at 5:00 p.m. (i.e.17:00Hours IST) on **Tuesday, 05 July, 2016**. The postage is borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 p.m. (17:00 Hours IST) on **Tuesday, 05 July, 2016**, it will be considered that no reply from the Member has been received.
12. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be treated as invalid.
13. In case of joint -holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
14. The Scrutinizer will submit his report to the Chairman/Managing Director/Board of Directors after the completion of scrutiny, and the result of the voting by postal ballot (including e-voting) will be announced by the Chairman or any Director of the Company duly authorized on **July 06, 2016** at the registered office of the Company and will also be displayed on the Company website (www.adccinfocad.com), and communicated to the Stock Exchange on the said date.
15. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
16. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till **July 05, 2016**.

PROCEDURE FOR E-VOTING:

The Company has entered into an arrangement with Central Depository Services Limited for facilitating e-voting for postal ballot process the instructions for e -voting are as under:

The voting period (including e-voting) begins on Monday, June 06, 2016 at 10.00 a.m. and ends on Tuesday, July 05, 2016 at 05.00 p.m. (17:00 IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, May 28, 2016 may cast their vote electronically. The e -voting module shall be disabled by CDSL for voting after 5:00 P.M. on Tuesday, July 05, 2016.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select the "ADCC INFOCAD LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Now, Enter your User ID
 - a) **For CDSL** : 16 digits beneficiary ID
 - b) **For NSDL** : 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.



- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <ADCC Infocad Limited> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non-Individual Shareholders and custodian
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- B. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or cs@adccinfocad.com.

Explanatory Statement pursuant to section 102 read with section 110 of the Companies Act, 2013

Item No.1

As per the relevant provisions of the Companies Act, 2013 the main object clause of a company is required to state the objects for which the company is incorporated and any matter considered necessary in furtherance thereof.

With a view to maximizing overall stakeholder value, the management of the Company has been exploring new avenues of business which may generate more revenue. Accordingly, the Board of Directors has decided to amend the Main Objects clause of the Memorandum of Association of the Company to expand its working and business activities in different horizons.

The board is of the opinion that in the emerging economies there is need for new infrastructure, water treatment, power, etc. which facilitates sustainable as well as economic growth and helps to achieve continued social and economic improvement. The Company is also planning to expand its business areas in the said areas including providing manpower, staffing and training to its various clients.

The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company. In order to elaborate and clarify the existing business of the Company and to enable the Company to undertake these additional businesses as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company.

The Board of Directors at its meeting held on Saturday May 28, 2016 decided to alter main object clause in the Memorandum of Association in order to elaborate the present business and to enable the Company to carry out the above new line of business in addition to its existing business. By virtue of Section 13 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 approval of members by way of special resolution under postal ballot is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the registered office of the company during normal business hours on any working day between 2.00 p.m. to 4.00 p.m. excluding Saturday and Sunday.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their shareholding in the company, set out at Item No.1 of the Notice.

The Board of Director recommends the resolution set out at Item No. 1 for your consideration and approval as a Special Resolution.

Item No.2

Mr. Sagar Meghe was appointed initially on September 09, 1998. He has vast experience and expertise that can boost the overall progress of the Company. He holds a degree in Bachelors of Commerce from Nagpur University. He has an overall experience of around 21 years in various fields of Information Technology, Education and Socio economical areas. He is one of the promoters of your Company. He has

exceptional foresight for bringing about intellectual awakening and transformation in social, educational, economic and cultural fields. His varied experience and vision helps us work united towards the same goals of the vision set by the management. Under his guidance Company witnessed continuous growth.

The Board is of the opinion that the Company will be benefited by services of Mr. Sagar Meghe if he served in day to day operations of the Company for which Mr. Sagar Meghe has given his consent. On the recommendation of Nomination and Remuneration Committee, the Board at their meeting held on May 28, 2016 recommends to change the designation of Mr. Sagar Meghe from Non-Executive Director to Whole-time Director of the Company with remuneration with effect from May 01, 2016 as mentioned in aforementioned resolution on the below mentioned terms and conditions.

CTC Salary upto maximum of ₹ 5,99,925/- per month .

Save and except Mr. Sagar Meghe and Mr. Sameer Meghe who is related to each other and their relatives.

None of the other Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their shareholding in the company, set out at Item No.2 of the Notice.

The Board of Director recommends the resolution set out at Item No.2 for your consideration and approval as a Special Resolution.

Item No.3

Mr. Sameer Meghe was appointed initially on August 01, 2001. He is a young and dynamic leader, with over 17 years of experience; He is a true leader in corporate governance and professional management. His formal engagement with the organization has been very intense. ADCC's culture has been led by his leadership style that prioritizes understanding of the people first and solving the problem next. He focuses on development and diversity. He motivates the management to strive hard to fulfill the ambition and contributing towards realizing this objective.

The Shareholders of the Company at their Extra-Ordinary General Meeting held on May 18, 2015, has approved the reappointment of Mr. Sameer Meghe as Whole time Director of the Company including the payment of remuneration.

On the recommendation of the nomination and remuneration committee, the Board is of the opinion that his services should continue to be available to the Company to achieve greater heights, taking into consideration the duties and responsibilities of a Whole-time director, the prevailing managerial remuneration in industry and the board recommend to increase his remuneration.

On the recommendation of Nomination and Remuneration Committee (NRC), the board of directors at their meeting held on May 28, 2016 approved the restructuring of the remuneration payable to Mr. Sameer Meghe for the unexpired term of his appointment i.e. April 01, 2016 to March 31, 2020 on the terms and conditions stated below.

CTC Salary upto maximum of ₹ 5,99,925/- per month.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

Apart from change in remuneration all the terms and conditions of Mr. Sameer Meghe's appointment as the Whole-time Director of the Company shall remain unchanged.

Save and except Mr. Sameer Meghe and Mr. Sagar Meghe who is related to each other and their relatives.

None of the other Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their shareholding in the company, set out at Item No.3 of the Notice.

The Board of Director recommends the resolution set out at Item No. 3 for your consideration and approval as a Special Resolution.

Item No.4

Mr. Amit Somani was appointed initially on July 01, 2006. He is the Managing Director of ADCC Infocad Limited. He is a Chartered Accountant, with over 15 years of post-qualification experience in services industry. With his considerable wealth of experience, Mr. Amit Somani brings immense value to the Board of ADCC. His “Hands on” management approach has taken ADCC to newer heights since the day he joined the Company.

The Shareholders of the Company at their Extra-Ordinary General Meeting held on May 18, 2015, has approved the appointment with change in designation of Mr. Amit Somani from Joint Managing Director to Managing Director including the payment of remuneration.

On the recommendation of the nomination and remuneration committee, the Board is of the opinion that his services should continue to be available to the Company to achieve greater heights, taking into consideration the duties and responsibilities of a Managing Director, the prevailing managerial remuneration in industry and the board recommend to increase his remuneration.

On the recommendation of Nomination and Remuneration Committee (NRC), the board of directors at their meeting held on May 28, 2016 approved the restructuring of the remuneration payable to Mr. Amit Somani for the unexpired term of his appointment i.e. April 01, 2016 to March 31, 2018 on the terms and conditions stated below.

The Company is now desirous of seeking approval of the shareholders to pay the restructured remuneration as recommended by the NRC and the Board of Directors, for the unexpired term of appointment of Mr. Amit Somani i.e. from April 01, 2016 to March 31, 2018 on the terms and conditions stated below.

CTC Salary upto maximum of ₹ 3,14,456/- per month.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

Apart from change in remuneration all the terms and conditions of Mr. Amit Somani’s appointment as the Managing Director of the Company shall remain unchanged.

Save and except Mr. Amit Somani None of the other Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their shareholding in the company, set out at Item No.4 of the Notice.

The Board of Director recommends the resolution set out at Item No. 4 for your consideration and approval as a Special Resolution.

Item No.5

Mr. Abhay Kimmatkar was appointed initially on December 17, 2007. He is the joint Managing Director of ADCC Infocad Limited. With his considerable wealth of experience, Mr. Abhay Kimmatkar brings

immense value to the Board of ADCC. His tireless efforts have played a significant role in building this company, and more importantly, a sustainable company. His well-articulated vision on ever changing environment of Information Technology and GIS world has enabled the Company to cross several milestones of success and accomplishment of goals. His extensive experience and hands on approach in the field has shown the new path of success to the Company.

The Shareholders of the Company at their Extra-Ordinary General Meeting held on May 18, 2015, has approved the appointment with change in designation of Mr. Abhay Kimmatkar from Whole Time Director to Joint Managing Director of the Company including the payment of remuneration.

On the recommendation of the nomination and remuneration committee, the Board is of the opinion that his services should continue to be available to the Company to achieve greater heights, taking into consideration the duties and responsibilities of a Joint Managing Director, the prevailing managerial remuneration in industry and the board recommend to increase his remuneration.

On the recommendation of Nomination and Remuneration Committee (NRC), the board of directors at their meeting held on May 28, 2016 approved the restructuring of the remuneration payable to Mr. Abhay Kimmatkar for the unexpired term of his appointment i.e. April 01, 2016 to March 31, 2018 on the terms and conditions stated below.

CTC Salary upto maximum of ₹ 3,49,800 /- per month.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

Apart from change in remuneration all the terms and conditions of Mr. Abhay Kimmatkar appointment as the Joint Managing Director of the Company shall remain unchanged.

Save and except Mr. Abhay Kimmatkar None of the other Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their shareholding in the company, set out at Item No.5 of the Notice.

The Board of Director recommends the resolution set out at Item No. 5 for your consideration and approval as a Special Resolution.

**By Order of the Board of Directors
For ADCC INFOCAD LIMITED**


CA Amit Somani
Managing Director
DIN: 00378635

Registered Office:
10/5 IT Park,
Nagpur -440022, Maharashtra.

Place: Nagpur
Date: May 28, 2016

Details of Directors Seeking Appointment/Re-appointment

(As per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Mr. Sagar Meghe

Name of the Director	Mr. Sagar Meghe
Father's Name	Mr. Dattatraya Meghe
Director Identification No.(DIN)	00127487
Date of Birth	03.05.1970
Initial Date of Appointment	09.09.1998
Qualifications	Bachelors of Commerce
Experience	Mr. Sagar Meghe holds a degree in Bachelors of Commerce from Nagpur University. He has an overall experience of around 21 years in various fields of Information Technology, Education and Socio economical areas.
Directorship in Indian Companies	<ol style="list-style-type: none">1. ADCC Infocad Limited2. Datta Meghe Health Club Limited3. ADCC Academy Private Limited4. Datta Agrovision Private Limited5. AI Instruments Private Limited6. Meghe Education Foundation7. Meghes Educational Institutions8. ADCC Infocom Private Limited9. Meghe Entertainment Private Limited10. Primus Finance Private Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman/Member: Corporate Social Responsibility Committee Management Committee
Membership / Chairmanship of Committees of the other public companies in which he is a Director	NA
No. of Shares held in Company	3,00,594
Relationships between directors inter-se	Mr. Sagar Meghe and Mr. Sameer Meghe are related to each other's as brothers.
Other Listed Entities in which acts as a director	None

ADCC INFOCAD LIMITED

CIN: L72300MH1998PLC114790; Registered Office: 10/5, I.T. Park, Nagpur, Maharashtra, India- 440022

Email Id: cs@adccinfocad.com, Web: www.adccinfocad.com

Tel.: +91-712-3014100, Fax: 91-712-2249605

POSTAL BALLOT FORM

1. Name(s) of Member(s) (including Joint holders, if any) _____
2. Registered address of the Sole/ First named Member _____
3. Registered Folio No./ DPID No./ Client ID No. (*Applicable to Investors holding Shares in Dematerialized form) _____
4. Number of Share(s) held _____

I/We hereby exercise my/our vote in respect of the following Resolution(s) to be passed through Postal Ballot for the businesses stated in Notice of Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark [✓] in the appropriate box below:

Sr. No.	Item	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Alteration of Main Object Clause of the Memorandum of Association of the Company as per the Resolutions and Explanatory Statement set forth in the Notice.			
2	Change of Designation and Remuneration of Mr. Sagar Meghe (DIN: 00127487) from Non-Executive Director to Whole-time Director of the Company as per the Resolutions and Explanatory Statement set forth in the Notice.			
3	Change in Remuneration of Mr. Sameer Meghe (DIN: 00127536), Whole-time Director of the Company, as per the Resolutions and Explanatory Statement set forth in the Notice.			
4	Change in Remuneration of Mr. Amit Somani (DIN: 00378635), Managing Director of the Company, as per the Resolutions and Explanatory Statement set forth in the Notice.			
5	Change in Remuneration of Mr. Abhay Kimmatkar (DIN: 01984134), Joint Managing Director of the Company, as per the Resolutions and Explanatory Statement set forth in the Notice.			

Place:

Date:

(Signature of Member)

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Monday, June 06, 2016	Tuesday, July 05, 2016

PLEASE READ THE INSTRUCTIONS CAREFULLY

- 1) Voting Period Commences on Monday, June 06, 2016 at 10:00 a.m. and ends on Tuesday, July 05, 2016 at 5:00 p.m. for the members exercising their voting either by Postal Ballot form or through electronic voting.
- 2) Members whose names appear on the Register of Members/List of Beneficial owners as on Friday, May 27, 2016 (Cut Off date) will be considered for the purpose of voting by physical postal ballot.
- 3) A Member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached Prepaid Postage self-addressed envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier/speed post at the expense of the Member will also be accepted.
- 4) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 5) The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
- 6) Consent must be accorded by either placing a tick mark [✓] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution'.
- 7) Duly completed Postal Ballot Form should reach the Scrutinizer at 63, Income Tax Colony, Pratap Nagar, Nagpur- 440022 not later than the close of working hours (05.00 P.M.) on Tuesday, July 05, 2016. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
- 8) A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
- 9) In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution/Power of Attorney/attested specimen signatures, etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures should be mailed to the Scrutinizer at evoting@adccinfocad.com, with a copy marked to evotingindia@cdsl.co.in, or deposited at the registered office of the Company.
- 10) The votes of a Member will be considered invalid on any of the following grounds:
 - a) unsigned Postal Ballot Forms will be rejected;
 - b) if the Member's signature does not tally;
 - c) if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
- 11) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed Prepaid Postage self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- 12) There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint Member(s).
- 13) Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
- 14) A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
- 15) The procedure and instructions for the voting through electronic means is attached in the Postal Ballot Notice.
- 16) The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
- 17) The result of the voting on the resolutions will be declared at the Registered Office of the Company on Wednesday, July 06, 2016. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website: www.adccinfocad.com.