

1<sup>ST</sup> January, 2015

To,  
Dept. of Corporate Services,  
BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai - 400 001

Dear Sir,

Sub: Proceeding of the Extraordinary General Meeting held on 30<sup>TH</sup> December, 2014.

The meeting was attended by proper quorum and the Members have passed the resolutions relating to the following businesses unanimously:

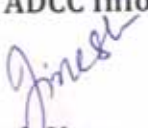
1. To Issue options convertible into Equity Shares to Employees of the Company under ADCC Employee Stock Option Plan, 2014 pursuant to SEBI (Share Based Employee Benefit) Regulations, 2014 and any other Guidelines and as per Provisions of Section 62(1)(b) of Companies Act, 2013.
2. To Issue options convertible into Equity Shares to Employees of Subsidiary Company under ADCC Employee Stock Option Plan 2014 pursuant to SEBI (Share based Employee Benefit) Regulations, 2014 and any other Guidelines and as per Provisions of Section 62(1)(b) Companies Act, 2013.
3. To Increase of Borrowing Power of the Company as per Provisions of Section 180 (1) (c) of Companies Act 2013.

Also enclosed is a brief report on E-voting and Vote casts on the day of EGM provided by the Scrutiniser, Mr Sushil Kawadkar.

Kindly take the same on your records.

Thanking you.

For ADCC Infocad Limited

  
**Jinesh Vora**  
Company Secretary cum  
Compliance Officer



**CS.SUSHIL KAWADKAR**

**B.Com., FCS**

**Practicing Company Secretary**

63, Income Tax Colony, Pratap Nagar, NAGPUR - 440 022

Ph. No. 2228206

Mobile No. 9422106889

**COMBINED REPORT**

Of

eVoting and show of hands

Name of the Company : ADCC Infocad Limited  
Corporate Identity Number (CIN) : **U72300MH1998PLC114790**  
Registered Office : 10/5, I.t. Park, Nagpur-440 022  
Extra Ordinary General Meeting : 30<sup>th</sup> December, 2014 at 4 p.m.

Sr No	Resolution	e-voting (mode)		show of hands (mode)		Total		Result
		Votes casted in favour	Votes casted against	Votes casted in favour	Votes casted against	Votes casted in favour	Votes casted against	
1.	To Issue options convertible into Equity Shares to Employees of the Company under ADCC Employee Stock Option Plan, 2014 pursuant to SEBI (Share Based Employee Benefit) Regulations, 2014 and any other Guidelines and as per Provisions of Section 62(1)(b) of Companies Act, 2013. (Special Resolution)	9,48,000	0	59,67,000	0	69,15,000	0	Resolution passed by Unanimously
2.	To Issue options convertible into Equity Shares to Employees of Subsidiary Company under ADCC Employee Stock Option Plan 2014 pursuant to SEBI (Share based Employee Benefit) Regulations, 2014 and any other Guidelines and as per Provisions of Section 62(1)(b) Companies Act, 2013. (Special Resolution)	9,48,000	0	59,67,000	0	69,15,000	0	Resolution passed by Unanimously
3.	To Increase of Borrowing Power of the Company as per Provisions of Section 180 (1) (c) of Companies Act 2013. (Special Resolution)	9,48,000	0	59,67,000	0	69,15,000	0	Resolution passed by Unanimously

*Kawadkar*

**CS. SUSHIL KAWADKAR**  
**FCS - 5725 C. P. No 5565**



Place: Nagpur

Date: 31st December, 2014

**CS.SUSHIL KAWADKAR**

**B.Com., FCS**

**Practicing Company Secretary**

63, Income Tax Colony, Pratap Nagar, NAGPUR - 440 022

Ph. No. 2228206

Mobile No. 9422106889

**Scrutinizer(s) Report**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies [Management and Administration] Rules, 2013 and as per the Listing Agreement with the Stock Exchanges)

To,

The Chairperson

Extra Ordinary General Meeting of the Equity shareholders of ADCC Infocad Limited held on 30<sup>th</sup> December, 2014 at 4 p.m. at School of Scholars, School of Scholars Building, 2nd Floor, Modern Housing Society, Pratap Nagar, Nagpur- 440 022.

Dear Sir,

I, Sushil Kawadkar, Practicing Company Secretary, having office at 63, Income Tax Colony, Pratap Nagar, Nagpur- 440 022, have been appointed as scrutinizer of ADCC Infocad Limited ("the company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting process carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014 on below mentioned resolutions, at the Extra Ordinary General Meeting of the Equity shareholders of ADCC Infocad Limited held on 30<sup>th</sup> December, 2014 at 4 p.m. at School of Scholars, School of Scholars Building, 2nd Floor, Modern Housing Society, Pratap Nagar, Nagpur- 440 022.

I submit my report as under:

1. The e-voting remained opened from 25<sup>th</sup> December, 2014 (10:00 a.m.) to 26<sup>th</sup> December, 2014 (05:00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 28<sup>th</sup> November, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 3 as set out in the Notice of EGM of ADCC Infocad Limited)
3. All the resolutions has been passed by show of hands in the EGM held on 30<sup>th</sup> December, 2014 at 4 p.m.
4. Thereafter, the details containing, inter-alla, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of [www.evotingindia.com](http://www.evotingindia.com).
5. The result of the e-voting is as under:



*Sushil Kawadkar*



a) **Resolution 1-**

(i) Voted **in favour** of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
10	9,48,000	100

(ii) Voted **against** of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes.

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

(iv) Total Votes.

Total Number of Members Voted	Total number of Votes casted by Them	% of total Votes
10	9,48,000	100

The resolution is passed **by Majority**.

b) **Resolution 2-**

(i) Voted **in favour** of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	9,48,000	100

(ii) Voted **against** of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes.

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

(iv) Total Votes.

Total Number of Members Voted	Total number of Votes casted by Them	% of total Votes
10	9,48,000	100

The resolution is passed Majority.



*Kawadkar*

c) **Resolution 3-**

(i) Voted **in favour** of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	9,48,000	100

(ii) Voted **against** of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes.

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

(iv) Total Votes.

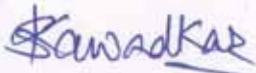
Total Number of Members Voted	Total number of Votes casted by Them	% of total Votes
10	9,48,000	100

The resolution is passed by Majority.

6. The register, all other papers and relevant records relating electronic voting shall remain in my safe custody until the chairperson considers, approves, signs the Minutes of the aforesaid Extra Ordinary General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



**CS. SUSHIL KAWADKAR**  
**FCS - 5725 C. P. No 5565**



Place: Nagpur

Date: 31st December, 2014