

ADCC INFOCAD LIMITED

CIN: U72300MH1998PLC114790; Registered Office: 10/5, I.T. Pak, Nagpur. Maharashtra, India- 440022
Email Id: cs@adccinfocad.com, Web: www.adccinfocad.com
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POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below be passed by the Members through postal ballot including electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts' concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

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 and return the same duly completed in the enclosed Postage-Prepaid self-addressed Envelope. Postage is 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 Postage-Prepaid self-addressed Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer at 63, Income Tax Colony, Pratap Nagar, Nagpur- 440022 not later than 5:00 P.M. (17:00 Hours IST) on Thursday September 3, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman /Managing Director/ Board of Director 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 Friday, September 4, 2015 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.adccinfocad.com.

RESOLUTION

1. 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 27 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014 (Including any statutory modifications or re-enactments thereof for the time being in force) and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, and such other approvals, permissions and sanctions, if any, as may be necessary, consent be and is hereby accorded to vary the terms referred to in the Prospectus dated September 23, 2014 filed by the Company with the Registrar of Companies, Mumbai (the “Prospectus”) in relation to Purchase of any technical equipment, software, hardware by addition or deletion of any of the machineries mentioned therein and/or by varying the nature of technical equipment, software, hardware including but not limited to change of vendors and extension of estimated time duration for deployment of Net Proceeds as mentioned in “Schedule of Implementation & Deployment of Funds” under Prospectus for the aforesaid objects.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolution.”

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

SD/-

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

Place: Nagpur
Date: 29th June, 2015
Registered Office:
10/5 IT Park Nagpur-440022 Maharashtra

NOTES

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
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 July 31, 2015. 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 Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice and Postal Ballot forms are being sent by permitted mode (i.e. registered post/speed post or through courier) along with a postage-prepaid self-addressed Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial owners as on Friday the July 31, 2015 (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 Wednesday, August 5, 2015 at 10:00 A.M and ends on Thursday, September 3, 2015 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 postage-prepaid 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.

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 postage-prepaid 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 Thursday, September 3, 2015. 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 Thursday, September 3, 2015, it will be considered that no reply from the Member has been received.

11. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be treated as invalid.
12. 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
13. 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 Friday, September 4, 2015 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.
14. 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.
15. 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 Thursday, September 3, 2015.

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 Wednesday, August 5, 2015 at 10.00 a.m. and ends on Thursday, September 3, 2015 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, July 31, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on Thursday, September 3, 2015.

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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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
 - a) 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.
 - b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) 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.
 - e) 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 OF THE COMPANIES ACT, 2013

Item Nos. 1

The members at the Extra-Ordinary General Meeting of the Company held on July 24, 2014 had approved the Initial Public offer (“IPO”) of the equity shares of the Company. Accordingly, the Company had made the IPO through the 100% Fixed Price route. The IPO opened for subscription on September 30, 2014 and closed on October 8, 2014. The IPO comprised a fresh issue of 24,00,000 equity shares at Rs. 40 per share having face value of Rs 10, at a premium of Rs 30 per equity share to the general public.

In the Prospectus dated September 23, 2014, the Company had specified the utilization of the proceeds of the fresh issue by the Company under the section titled “**Objects of the Issue**” on page no. 65. The Total Fund requirement under the Issue (including internal accruals) was Rs. 992.74 lakhs (including 32.74 lakhs of internal accruals) and the said proceeds was to be utilized for (i) Purchase of New Technical Equipment, Software and Hardware (i.e. Rs. 115.83 lakhs) , (ii) Part finance the long term Working Capital requirement (Rs. 700 lakhs), (iii) International Marketing & Branding Expenses(Rs. 48.99 lakhs), (iv) General Corporate Purposes (Rs. 77.92 lakhs) and (v) issue expenses (Rs. 50 lakhs). Till now, the Company has fully utilized amount reserved for long term Working Capital requirement, General Corporate Purposes and issue expenses as per the given Schedule of Implementation & Deployment of Funds and partly on International Marketing & Branding Expenses which is in line with the given Schedule of Implementation & Deployment of Funds.

The Company executes projects in Geospatial & Engineering services i.e. GIS/Remote Sensing, LiDAR (Light Detection and Ranging), Photogrammetry, Energy System and solutions, Engineering Design Services, Surveys and Customized Application Development and therefore requires Technical Equipment, Software and Hardware to carry out the aforesaid activities. Accordingly, the Company Proposed to “**Purchase Technical Equipment, Software and Hardware**” as one of the Objects in the Prospectus on page No. 66 and an amount of Rs. 115.83 lakhs was earmarked for the said purpose. The extracts of the said proposal is as mentioned below:

Date of quotation	Description of the equipments	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)
A. Technical Equipment				
13/08/2014	TRIMBLE JUNO 3D - With Standard accessories	Asim Navigation India Pvt. Ltd, New Delhi	50 @Rs. 67000	34.17
13/08/2014	TRIMBLE DUAL FREQUENCY RECEIVER , - GEO 7X – 1 unit – AS BASE, - GEO 7X – 1 unit – AS ROVER, - Pathfinder Office Software for Post Process – 1 unit	Asim Navigation India Pvt. Ltd, New Delhi	1 @ Rs 1450000	14.79
13/08/2014	TRIMBLE SINGLE FREQUENCY RECEIVER (Single Frequency) - GEO 5T – 1unit – As Base, - GEO 5T – 1unit – As Rover, - Pathfinder Office Software for Post Processing – 1 unit	Asim Navigation India Pvt. Ltd, New Delhi	1 @ Rs 650000	6.63
B. Software				
13/08/2014	Bentley Water Gems Software (Unlimited Pipe)	Bentley Systems India Pvt. Ltd.	1 @ Rs. 956838	10.76
-	Autodesk MAP 3d 2015 Commercial New SLM ACE	Management Estimates	5 @ Rs. 150200	7.51#

Date of quotation	Description of the equipments	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)
22/08/2014	Microsoft Windows Server - WinSvrStd 2012R2 SNGL OLP NL 2Proc	Shreyas Infotech, Nagpur	5 @ Rs. 47189	2.85
22/08/2014	Microsoft Project - Prjct 2013 SNGL OLP NL	Shreyas Infotech, Nagpur	5 @ Rs. 30117	1.82
22/08/2014	Microsoft Office 2013- OfficeStd 2013 SNGL OLP NL	Shreyas Infotech, Nagpur	5 @ Rs. 19902	1.20
22/08/2014	Windows Operating System 8.1 - WinPro8.1 SNGL OLP NL Legalization Get Genuine	Shreyas Infotech, Nagpur	150 @ Rs. 10056	18.24
C. Hardware				
30/07/2014	Photogrammetry 3 D Glass - PCI X NVIDIA 600 – 1 unit - Nvidia 3d glasses – 1 unit - Benq monitors – 1 unit	Trans Global Geomatics, Hyderabad	5 @ Rs. 47500	2.49
17/05/2014	ACER Commercial Veriton Desktop Proessor: Fourth Gen Core i5-4440 Chipset: H81 RAM :4 GB DDR3 RAM HDD : 500 GB SATA Monitor : 18.5” LED Cabinet – MT ATX Tower Operating System: Win8 Prof	Acer India (Private) Limited	20 @ RS. 42200	8.44#
-	Acer Server - WinSvrStd 2012R2 SNGL OLP NL 2Proc	Management Estimates	5 @ Rs. 47189	2.36#
08/09/2014	Firewall - Cyberoam 300iNG , Appliance CR-300iNG including 3 years total value subscription plus	Network Solutions, Nagpur	1 @ Rs. 400000	4.57
Grand Total				115.83

Total Cost does not include taxes

Further, the Company had specified that proposed utilization of aforesaid Object under the title of “The proposed Schedule of Implementation & Deployment of funds” wherein “Estimated schedule of implementation and deployment of Net Proceeds” were mentioned, the extracts of which is as mentioned below:

(Rs. In Lac)

Activity	Estimated schedule of implementation		Estimated schedule of deployment of Net Proceeds		
	Commencement	Completion	Fiscal Year 2015	Fiscal Year 2016	Total
Purchase of New Technical Equipment, Software and Hardware	Oct 2014	Oct 2015	86.00	29.83	115.83

The extent of achievement with respect to the objects relating to “Technical Equipment, Software and Hardware” as mentioned in prospectus was 27.13% till 31st March, 2015. (in terms of total amount deployed in this particular object). As on March 31, 2015, the total amount utilized for the said Objects of the Issue is Rs. 31.42 lakhs and the balance unutilized amount amounting to Rs. 84.41 lakhs is temporarily lying in current accounts with Banks. During the current financial year, the Company has acquired some Technical Equipments, software and Hardware which is mentioned in the below revised proposed object.

The Company has taken essential steps to deploy funds earmarked for Purchase of Technical Equipment, Software and Hardware mentioned in the IPO Proceeds as per “Schedule of Implementation & Deployment of Funds” in Prospectus, but the specification and the requirement of Technical Equipment, Software and Hardware keep changing as per the present business contract to be executed for the clients. Further, at times for cost-effectiveness it is important to select a more economic, consistent and reliable source to ascertain and acquire software, hardware and technical equipments from other than mentioned in the Prospectus and require more time for finalizing the vendors. Accordingly the Company proposes following changes in the aforesaid Objects”

Details of changes Proposed under the aforesaid Objects - Purchase of New Technical Equipments / Software / Hardware:

(As per Prospectus)				(Revised Proposed)				Changes, if any	Reason and Justification for such change
Description of the equipments	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)	Description of the Equipments, Software and Hardware	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)		
A. Technical Equipment									
TRIMBLE JUNO 3D - With Standard accessories	Asim Navigation India Pvt. Ltd, New Delhi	50 @Rs. 67000	34.17	No Change				NA	NA
TRIMBLE DUAL FREQUENCY RECEIVER, - GEO 7X - 1 unit - AS BASE, - GEO 7X - 1 unit - AS ROVER, -pathfinder Office Software for Post Process - 1 unit	Asim Navigation India Pvt. Ltd, New Delhi	1 @ Rs. 1450000	14.79	Trimble R4 dual frequency DGPS instrument along with all required hardware and software	AIMIL Limited	4@ Rs. 500000	21.42	Equipment has been replaced, Vendor and required Quantity has	Company does not require the Proposed equipment as mentioned in the prospectus and accordingly the same has been replaced with revised proposed

(As per Prospectus)				(Revised Proposed)				Changes, if any	Reason and Justification for such change
Description of the equipments	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)	Description of the Equipments, Software and Hardware	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)		
TRIMBLE SINGLE FREQUENCY RECEIVER (Single Frequency) - GEO 5T – 1unit – As Base, - GEO 5T – 1unit – As Rover, - Pathfinder Office Software for Post Processing – 1 unit	Asim Navigation India Pvt. Ltd, New Delhi	1 @ Rs 650 000	6.63					been changed.	Equipment which will help the Company to execute present and upcoming projects.
B. Software									
Bentley Water Gems Software (Unlimited Pipe)	Bentley Systems India Pvt. Ltd.	1 @ Rs. 956 838	10.76	No Change				NA	NA
Autodesk MAP 3d 2015 Commercial New SLM ACE	Management Estimates	5 @ Rs. 150 200	7.51	No Change				NA	NA
Microsoft Windows Server - WinSvrStd 2012R2 SNGL OLP NL 2Proc	Shreyas Infotech, Nagpur	5 @ Rs. 471 89	2.85	No Change				NA	NA
Microsoft Project - Prjct 2013 SNGL OLP NL	Shreyas Infotech, Nagpur	5 @ Rs. 301 17	1.82	No Change		1@ Rs. 301 17	Rs. 0.30	Quantity reduced	Company does not require such quantities now as mentioned in the prospectus; accordingly the same has been reduced and the difference in the amount is being utilized to acquire other

(As per Prospectus)				(Revised Proposed)				Changes, if any	Reason and Justification for such change
Description of the equipments	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)	Description of the Equipments, Software and Hardware	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)		
								softwares or hardware as mentioned herein.	
Microsoft Office 2013- OfficeStd 2013 SNGL OLP NL	Shreyas Infotech, Nagpur	5 @ Rs. 199 02	1.2	No Change		15@ 199 02	3.1	Quantity Increased Company require more quantity as mentioned in the prospectus; accordingly the same has been revised.	
Windows Operating System 8.1 - WinPro8.1 SNGL OLP NL Legalization Get Genuine	Shreyas Infotech, Nagpur	150 @ Rs. 100 56	18.2 4	No Change				NA NA	
C. Hardware									
Photogrammetry 3 D Glass - PCI X NVIDIA 600 - 1 unit - Nvidia 3d glasses - 1 unit - Benq monitors - 1 unit	Trans Global Geomatics, Hyderabad	5 @ Rs. 475 00	2.49	No Change				NA NA	
ACER Commercial Veriton Desktop Processor: Fourth Gen Core i5-4440 Chipset: H81 RAM :4 GB DDR3 RAM HDD : 500 GB SATA Monitor : 18.5" LED Cabinet - MT ATX Tower Operating System: Win8 Prof	Acer India (Private) Limited	20 @ RS. 422 00	8.44	Commercial Laptops: i5 4th gen/1TB/4GB/DVD RW/15.6" LED SCREEN /UBANTU OS	Key Computers	5@3 5000	1.75		

(As per Prospectus)				(Revised Proposed)				Changes, if any	Reason and Justification for such change
Description of the equipments	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)	Description of the Equipments, Software and Hardware	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)		
Acer Server - WinSvrStd 2012R2 SNGL OLP NL 2Proc	Management Estimates	5 @ Rs. 47189	2.36	Switch & Cabling Components	Network Solutions, Nagpur	5@12500	0.63	Hardware has been replaced, Vendor and required Quantity has been changed.	Company does not require the Proposed Hardware as mentioned in the prospectus and accordingly the same has been replaced with revised proposed Hardware which will help the Company to fulfill the present and future requirement.
				- Cisco 24 Port 10/100/1000 Mbps ports with 2 Nos of Fiber slots, Managed		8@10500	0.84		
				- Cat-6 UTP Cable Box Roll of 500 Mtr. (Make - R&M)		5@5650	0.28		
				- Cat-6 Modular UTP Jack Panel, (Make - R&M)		120 @212	0.25		
				- Cat-6 Information Outlet direct punching, (Make - R&M)		120 @110	0.13		
- 1 Port Face Plate with shutter, (Make - R&M)									

(As per Prospectus)				(Revised Proposed)				Changes, if any	Reason and Justification for such change
Description of the equipments	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)	Description of the Equipments, Software and Hardware	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)		
				- Surface Mount Box, (Make - R&M)		120 @48	0.05		
				- Cat-6 4 ft UTP Patch Cord with soft clip, (Make - R&M)		120 @210	0.25		
				- Cat-6 7 ft UTP Patch Cord with soft clip, (Make - R&M)		120 @225	0.27		
				Raceway					
				- Aluminium Raceway		150 @275	0.41		
				- Junction Box with plate	Network Solutions, Nagpur	10@800	0.08		
				-Clamp for Raceway		50@50	0.02		
				-1" Casing Caping or Conduit		100 @30	0.03		
				Commercial Laptops: i3 4th gen /4gb/1tb/ dvd rw/ dos	Key Computer s-	15@28000	4.2		

(As per Prospectus)				(Revised Proposed)				Changes, if any	Reason and Justification for such change
Description of the equipments	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)	Description of the Equipments, Software and Hardware	Vendor	Quantity & Basic Rate per unit	Total Cost (including taxes) (Rs. in Lacs)		
				Commercial Laptops: MINI DUAL CORE LAPTOP	Key Computers	15@17000	2.55		
Firewall - Cyberoam 300iNG, Appliance CR-300iNG including 3 years total value subscription plus	Network Solutions, Nagpur	1 @ Rs. 400000	4.57	UPS: Model 60 KVA / 48KW UPS with 3 phase input and 3 Phase, 380/400/415 VAC output with LCD Display and with Accessories	Simi Electronic, Nagpur	1@433000	4.57	Hardware has been replaced, Vendor has been changed Company does not require the Proposed hardware as mentioned in the prospectus and accordingly the same has been replaced with revised proposed hardware which will support to execute present and upcoming projects.	
Grand Total			115.83				117.15*		

*The Company will utilise internal accruals in excess of the sum mentioned for the said object.

Proposed changes in Schedule of Implementation & Deployment of Funds:

Activity	Estimated schedule of implementation (as per Prospectus)		Estimated schedule of implementation (Revised Proposed)		Estimated schedule of deployment of Net Proceeds (as per Prospectus)			Estimated schedule of deployment of Net Proceeds (Revised Proposed)			
	Commencement	Completion	Commencement	Completion	Fiscal Year 2015	Fiscal Year 2016	Total	Fiscal Year 2015	Fiscal Year 2016	Fiscal Year 2017	Total
Purchase of New Technical Equipment, Software and Hardware	Oct 2014	Oct 2015	Oct 2014	Sept. 2016	86.00	29.83	115.83	31.42	72.18*	13.55*	117.15

* The company may utilize the proceeds or deploy funds before or after estimated time as mentioned above but before September 2016 (estimated schedule of implementation (Revised Proposed)-Completion).

There will not be any material impact on financial position of the company, if company purchase the Technical Equipment, Software and Hardware with changed or improved specifications or from the proposed vendors within the extended dates as mentioned above from the IPO proceeds.

The company has not foreseen any risk in such time span as the prices of these products might be changed but will not have any material impact on the company's performance; also the terms and conditions for supply of abovementioned products can be different as it varies from vendor to vendors which might affect the timely procurement of ordered products. The proposed technical equipment, software and hardware will be of same or improved quality. The proposed schedule of implementation & deployment of funds may not be strictly limited to the extended dates as mentioned above, in case of occurrence of any unforeseen situation which is not in the control of the company to utilize IPO proceeds upto the proposed timelines.

The Board of Directors accordingly recommends the special resolution set out in the accompanying Notice for the approval and ratification of the Members. Your approval and ratification will be sought through voting by Postal Ballot including E-Voting in terms of provisions of Section 108, Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014.

None of the Directors and Key Managerial Personnel and relatives thereof of the Company are, in any way, concerned or interested in the said resolution except to the extent of their shareholding.

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

SD/-

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

Place: Nagpur
Date: 29th July, 2015

ADCC INFOCAD LIMITED

CIN: U72300MH1998PLC114790; Registered Office: 10/5, I.T. Pak, 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 _____

1. I/We hereby exercise my/our vote in respect of the following Resolutions 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:

Sl. No.	Item	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To vary the terms of object of the issue as mentioned in Prospectus dated 23rd September, 2014 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
August 5, 2015 at 10:00 A.M.	September 3, 2015 at 5:00 P.M.

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e-voting Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Thursday, September 3, 2015 up to 5:00 P.M.(17:00 Hours IST).

PLEASE READ THE INSTRUCTIONS CAREFULLY INSTRUCTIONS

1. Voting Period Commences on Wednesday, August 5th, 2015 at 10:00 a.m. and ends on Thursday, September 3, 2015 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, July 31, 2015 (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 postage-prepaid 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 Thursday, September 3, 2015. 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 postage-prepaid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in 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 4th September, 2015. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website: www.adccinfocad.com.