

ADCC INFOCAD LIMITED



ADCC INFOCAD LIMITED

Registered Office: 10/5, I.T.PARK, NAGPUR-440022

CIN: U72300MH1998PLC114790

website: www.adccinfocad.com • email: info@adccinfocad.com

Tel: +91 712 2249033 • Fax: +91 712 2249605

Dear Member,

Greetings from ADCC Infocad Limited!!!

In an effort to make the Earth a better place to live, the green movement has been sweeping over the globe. Not only are individuals doing things to help the environment, companies and governments as well. We appreciate the initiative taken by Ministry of Corporate Affairs and subsequently by you to receive all the documents and communications on your email address registered with respective Depository Participant, as it believes strongly in a Greener Environment. The initiative also helps in prompt receipt of communication, apart from helping avoid losses/delays in postal transit.

Thank you for contributing to the cause of green initiative by registering your email address and giving us this opportunity to inform you that the Extraordinary General Meeting of the Company is scheduled to be held on Tuesday, December 30th, 2014 at 4:00 pm at School of Scholars, School of Scholars Building, 2nd Floor, Modern Housing Society, Pratap Nagar, Nagpur-440022. The Notice of Extraordinary General Meeting with a copy of Attendance Slip, Proxy Form is enclosed herewith and is also available on the Company's website. In case you still require a physical copy of the said documents, kindly write to us at cs@adccinfocad.com

This email communication is being sent to your email address registered by you with the Depository or provided by you to our Registrar and Share Transfer Agents.

We request you to inform any changes in your email address through your Depository Participant in case you hold the shares electronically or to Bigshare Services Private Limited at info@bigshareonline.com, our Registrars and Share Transfer Agents in case you hold the shares physically. This would enable you to receive future shareholder communications / documents by the Company electronically.

Pursuant to Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide to its shareholders, the facility to exercise their right to vote by electronic means. The business to be transacted at the AGM may also be transacted through electronic means. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting.

Please read the instructions given in the Notice of Extraordinary General Meeting for voting through the e-voting platform.

The Voting period starts on December 25, 2014 at 10.00 a.m. and ends on December 26, 2014 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

Once again, THANK YOU for registering your email address and your support in working with us towards creating a healthier and greener world.

Yours sincerely,

For ADCC Infocad Limited

SD/-

Mr. Amit Somani

Jt. Managing Director

(DIN: 00378635)

Note: In case there is a change in your registered email address, please update the same with the Company/Depository

Notice of Extraordinary General Meeting

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ADCC INFOCAD LIMITED WILL BE HELD ON TUESDAY, 30TH DECEMBER, 2014 AT 4.00P.M. AT SCHOOL OF SCHOLARS, SCHOOL OF SCHOLARS BUILDING, 2ND FLOOR, MODERN HOUSING SOCIETY, PRATAP NAGAR, NAGPUR-440022 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.

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 62(1)(b) and all other provisions if any, of the Companies Act 2013 (including any modification or re-enactment thereof for the time being in force) and the rules made there under, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement with the Stock Exchanges(s), the provisions contained the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (hereinafter referred to as “SEBI Regulations”) (and any other prescribed rules, regulations/guidelines of Securities and Exchange Board of India “SEBI”) or any other relevant authority, from time to time to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary, the approval and consent of Members be and is hereby accorded to Board of Directors of the Company (herein referred to as the “Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) to introduce and implement ADCC Employee Stock Option Plan 2014 (“ADCC ESOP 2014” or “Plan”) to create, grant, offer, issue and allot at any time or to the benefit of such person(s) who are in the permanent employment of the Company including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) whether whole time or otherwise, hereinafter collectively referred to as “Eligible Employee(s)” not more than 2,25,000 (Two Lac Twenty Five Thousand) employee stock options (“ESOPs”) exercisable into not more than 2,25,000 (Two Lac Twenty Five Thousand) Equity Shares of the company under “ADCC ESOP 2014” in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of law or regulations issued by the relevant authority and each option shall be exercisable for one Equity Share of face value of Rs 10/- each fully paid up.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of ESOPs from time to time in accordance with “ADCC ESOP 2014” and such Equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company”.

“RESOLVED FURTHER THAT the equity Shares shall be allotted/granted directly to such Eligible Employees/Directors in accordance with the plan framed in that behalf to subscribe to the securities of the Company issued under “ADCC ESOP 2014”.

“RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the ESOP Regulations and Guidelines and any other modification, re-enactment thereof.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things as it may at its absolute discretion, deem necessary or desirable for issue, offer, allocation, allotment and utilization of proceeds and to make modifications, changes, variations, alterations, revisions in the terms and conditions of the Plan in accordance with any guidelines or regulations that may be issued from time to time by the appropriate authority unless such variation(s) modification(s) or alteration(s) is detrimental to the interest of Eligible Employees including but not limited to amendments with respect to the vesting period and schedule, no. of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the plan without any form of further reference, confirmation, approvals or sanctions from Members of the Company, to the extent permissible by SEBI Regulations and other relevant regulations in force Companies Act 2013 (including any modifications, amendment and re-enactment thereof) the Memorandum and Articles of Association of the Company and any other applicable laws”.

“RESOLVED FURTHER THAT in case of corporate action(s) such as right issues, bonus issues, merger and sale of division and others, if any Additional Equity Shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the ESOPs granted earlier, the above ceiling of 2,25,000 (Two Lac Twenty Five Thousand) Equity Shares shall be deemed to be increased or decreased in line with such change in total paid up Equity Shares and/or face value thereof without affecting any other rights or obligations of the said allottees.”

“RESOLVED FURTHER THAT in case the Equity Shares of the company are either sub divided or consolidated then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the plan shall automatically stand augmented or reduced as the case may be in the same proportion as the present face value of ₹ 10/- per Equity Share bears to the revised Face Value of the Equity shares of the company after such sub division or consolidation, without affecting any other rights or obligations of the said allottees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing the securities allotted under “ADCC ESOP 2014” on the Stock Exchange, where the securities of company are listed as per the provisions of the Listing Agreement executed with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board is be and hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose and with the power on behalf of Company to settle all questions, difficulties, doubts that may arise in this regard at any stage including at the time of Listing of Securities without being required to seek any further consent or approval of Members of the Company.

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 Chairman of the Committee with a power to further delegate the same to any executives/ officers of the Company to do all such acts and deeds, matters and things as also execute documents, writings and other papers as may be necessary in this regard.

RESOLVED FURTHER THAT the Committee shall have the powers to re-price the options which are not exercised, whether or not they have been vested, if ESOP were rendered unattractive due to fall in the price of Shares in the market, which shall be applicable to all options granted on a specified grant date and not detrimental to the interests of the eligible employees.

2. 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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and in accordance with the provisions of the Memorandum and Articles of Association of the Company,) the provisions contained in Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (hereinafter referred to as “SEBI Regulations”) (and any other prescribed rules, regulations/guidelines of Securities and Exchange Board of India “SEBI”), or any other relevant authority, from time to time to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary, the approval and consent of Members be and is hereby accorded to Board of Directors of the Company (herein referred to as the “Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) the Board is be and hereby authorized to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Subsidiary Company(ies), including Directors of the Subsidiary Company(ies), whether working in India or abroad or otherwise, except the Promoter Directors, under the ADCC Employee Stock Option Plan 2014 (hereinafter referred to as the “ADCC ESOP 2014”), such number of employee stock options exercisable into equity shares, and/or any other instruments or securities (hereinafter collectively referred to as “Securities”) (subject to the ceiling referred to in resolution 1 above) Equity Shares of the company under “ADCC ESOP 2014” in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of law or regulations issued by the relevant authority and each option shall be exercisable for one Equity Share of face value of Rs 10/- each fully paid up.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of ESOPs from time to time in accordance with “ADCC ESOP 2014” and such Equity shares shall rank paripassu in all respects with the then existing Equity Shares of the Company”.

“RESOLVED FURTHER THAT the equity Shares shall be allotted/granted directly to such Eligible Employees/Directors in accordance with the plan framed in that behalf to subscribe to the securities of the Company issued under “ADCC ESOP 2014”.

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

“RESOLVED that in supersession of the resolution passed under Section 180(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the Company held on Feb 01, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and all other applicable Acts, laws rules, regulations and guidelines for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹175 Crore.”

“RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

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

SD/-

**Amit Somani
Jt. Managing Director
DIN: 00378635**

Place: Nagpur
Date: 03rd Dec, 2014

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

NOTES

The Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, are annexed hereto and forms part of this Notice.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. HOWEVER, A SINGLE PERSON MAY ACT AS A PROXY FOR A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON.

Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Meeting. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

All documents referred to in the Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on Monday to Friday from 10.00 a.m. to 1.00 p.m. upto the date of the Meeting except holidays

Members are requested to bring their copy of the Notice for the meeting.

Members whose shareholding(s) are in electronic mode are requested to update changes relating to address, bank mandate and Electronic Clearing Service (ECS) details to their respective Depository participants.

Members are requested to quote their Registered Folio Number or Client ID Number & Depository Participant (D.P.) ID number on all correspondence with the Company.

Members who are yet to register their E-mail addresses with the Company or with the depository are once again requested to register the same.

Members who are holding shares in more than one folio are requested to intimate to the Company the detail of all folio numbers for consolidation into a single folio.

Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of

the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.adccinfocad.com for their download in the Investor relations section. The physical copies of the aforesaid documents will also be available at the Company's Registered Office situated at 10/5, IT Park, Nagpur 440022 Maharashtra for inspection as mentioned above. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email Id: cs@adccinfocad.com. In case of Body Corporate members, please furnish certified copy of Board/Governing Body Resolution in terms of Section 113 of the Companies Act, 2013 specifically authorizing the person attending the meeting in person as its representative or appointing a proxy; and that such authority must be conferred in advance, and not by ratifying its act subsequently by a Board/Governing Body Resolution.

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rule, 2014, and pursuant to Circulars No.CIR/CFD/DIL/6/2012 dated 13th July, 2012 of the Securities and Exchange Board of India, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 28th November, 2014 will be entitled to vote on the Resolutions set forth in this Notice. Members who holding the shares on 28th November, 2014 but does not having login-id and password than they may approach their Depository Participant(s) for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on 25th December, 2014 and will end at 05.00p.m. on 26th December, 2014. The Company has appointed Mr. Sushil Kawadkar, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter

The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.adccinfocad.com within two days of the passing of the resolutions at the EGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services Limited for facilitating e-voting for EGM. The instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th December, 2014 at 10.00 a.m. and ends 26th December, 2014 at 05.00 p.m. 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 28th November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(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:

Particulars	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 folio/client id number in the PAN field. • In case the folio 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. Example. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
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 number of shares 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 directly reach 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 <Company Name> 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 same 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 Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item Nos. 1 & 2**

In order to reward, motivate and retain desired talent for high level of individual performance and also to create a culture of ownership and building commitment towards the Company, and to align employees' objectives towards critical goals/ milestone of the Company, it is proposed to introduce "ADCC Employee Stock Option Plan, 2014" ("ADCC ESOP 2014/Plan"). The Plan is meant for eligible permanent employees, directors including permanent employees/directors of the subsidiary company(ies) but except Independent Directors and persons belongs to Promoter and Promoter Group of the Company as may be decided by the ESOP Nomination and Remuneration Committee or any other committee of the Board of Directors of the Company by whatever name called ("Committee"). ADCC ESOP 2014 would be subject to and in conformity with the guidelines issued in this regard from time to time by the ESOP SEBI (Share Based Employee Benefits) REGULATIONS 2014, Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 (SEBI Guidelines) or any amendment thereof. In terms of SEBI Guidelines, the administration of ADCC ESOP 2014 would vest with the Committee of the Board of Directors of the Company.

Disclosures as per Regulation 6(2) of the SEBI (Share Based Employee Benefits) Regulations 2014, and any other rules/regulations and guidelines prescribed by SEBI**1. Total Number of Options to be granted**

A total of 2,25,000 (Two Lac Twenty Five Thousand) options would be available for being granted to eligible employees under "ADCC ESOP 2014". Each option when exercised would be converted into one Equity Share of ₹10/- each fully paid up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation or termination of the employees or otherwise, would be available for re-grant at a future date for which no further approval by shareholders would be required

SEBI Regulations and guidelines require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, stock split/consolidation and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the company, the ceiling of 2,25,000 equity shares shall be deemed to be increased proportionately to the extent of such additional equity shares issued.

2. Identification of classes of employees entitled to participate in the Employee Stock Option Plan

All eligible regular employees and Directors including the employees of the subsidiary Company(ies), except Independent Directors and persons belongs to Promoter and Promoter Group of the Company as may be decided by the Nomination and Remuneration Committee. (As per SEBI Regulations and any other guidelines, Employees belonging to promoters or promoter group or holding directly or indirectly more than 10% of the outstanding equity shares of the Company shall not be eligible under the Plan). Further, as per the provisions of the Companies Act, 2013, no ESOP will be granted to the Independent Directors of the Company and / or its Subsidiary Company(ies).

3. Transferability of employee stock options

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee stock option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

4. Requirements of vesting and period of vesting

The options granted shall vest so long as the employee continues to be in the employment of the company. The proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).The options would vest not earlier than one year and not later than five years from the date of grant of options The exact proportion in which and the exact period over which the options would vest, subject to the minimum vesting period of one year from the date of grant of options as per the following Schedule:

S NO	YEAR	PERCENTAGE OF OPTIONS VESTED
1.	On completion of 1year from the date of grant of options	25%
2.	On completion of 2 years from the date of grant of options	25%
3.	On completion of 3 years from the date of grant of options	25%
4.	On completion of 4 years from the date of grant of options	25%
TOTAL		100%

5. Exercise Price

The options would be exercised at the Face value per share that is ₹ 10/- per share.

6. Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of two months from the date of vesting of options. The options will be exercisable by the employees by a written application to the Remuneration Committee/Board to exercise the options in such manner and on execution of such documents, as may be prescribed by the committee from time to time. The options will lapse if not exercised within the specified exercise period.

7. Process for determining the eligibility of the employees for ESOP

The process for determining the eligibility of the employee will be based on length of service of the employee in the Company and may be also based on criteria such as role of the employee, with the company, past performance record, future potential of the employee and/or such other criteria that may be determined by the committee at its sole discretion.

8. Eligibility Criteria

The following is the eligibility criteria to be fulfilled in order to be eligible for ESOP:

- a. Only Regular employees of the Company, who are working in the Company or its Subsidiary companies in India or outside India as on 1st November, 2014 are eligible.
- b. Employee must serve the term of five years on a continuous basis
- c. **Rejoinee:** In case of rejoinee, an employee is eligible if he has served for a period of five years either after rejoining or before discontinuation in continuous basis. The period of complete service in the company and or its subsidiary shall be considered for calculating years of service based on the satisfaction of the below mentioned sub clauses:
 - i. The discontinuation was for a reason other than employment change in other organization/Group.
 - ii. The period of Discontinuance should not be more than one year.

9. Maximum number of options to be issued per employee and in aggregate

The number of options that may be granted to any specific employee under the Plan would be subject to maximum of 6000 in aggregate, and during any one year, shall not exceed 1% of the issued capital of the company at the time of grant of options.

10. Disclosure and accounting policies

The company shall comply with the applicable disclosure and the accounting policies prescribed as per SEBI Regulations and Guidelines and the guidance note issued by the Institute of Chartered Accountants of India.

11. Lock - in after exercise of options

The shares transferred to the employees, subsequent to exercise of vested options will be subject to lock-in as per the following

S NO	EXCERCISED OPTIONS	PERIOD OF LOCK IN
1.	Exercised after 1 st vesting period	Locked-in for the period up to 01/11/2019
2.	Exercised after 2 nd vesting period	
3.	Exercised after 3 rd vesting period	
4.	Exercised after 4 th vesting period	

12. Method of option valuation

The company shall follow Fair Value Method of accounting to record Employee Compensation cost with respect to options/Shares issued under this Plan.

13. Tax Liability and method of discharge of tax by the eligible employees to whom options are granted

- a. Any Tax liability arising out of allotment of the Options or issue of Equity Shares, as the case may be, under this ADCC ESOP 2014 will be deducted or paid, from/by the participant in accordance with Applicable Laws in India and in such other countries as applicable.

- b. The participant shall be required to indemnify the Company with respect to any Tax liability arising out of the Grant, Vesting and/or Exercise of Options by such Eligible Employee.

14. Re-pricing of options

The Board or Nomination and Remuneration Committee may in accordance with the applicable SEBI (Share based Employee benefits) Regulation 2014 or any other rules/regulations and guidelines issued by SEBI re-price the options granted under ADCC ESOP 2014 which are not exercised whether or not they have been vested if such options are rendered unattractive due to fall in price of shares of the company in the market.

Item Nos. 3:

In terms of the Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting held on 1st Feb, 2014 pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company are authorized to borrow upto a sum of Rs.100Crores (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business). The Business re-organization proposal which is being carried out by the Company requires additional funds. Hence, the mobilization of the funds has been substantially increased. Therefore, it is considered desirable to increase the Board's borrowing powers from the existing limit of Rs.100 Crores to Rs.175Crore.

Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013.

Your Directors recommend passing the above resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the above resolutions

Consent of the members is being sought pursuant to the provisions of Section 62 and other applicable provisions if any of the Companies Act 2013 and SEBI Regulations and Guidelines to issue equity Shares pursuant to options to be granted under ADCC ESOP 2014 not exceeding 2,25,000 equity shares and under Section 180 of the Companies Act 2013 and other applicable provisions of Companies Act 2013 to increase the Borrowing Limits of the company upto 175 Crores respectively. Accordingly the Special Resolutions set out at Item nos. 1,2&3 are being placed for the approval of the Shareholders. The options to be granted / shares to be issued under the Plan shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

The Board of Directors recommend passing of the special resolutions for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the above resolutions, except to the extent of their shareholding in the Company and to the extent of the options / shares that may be offered to them under the Scheme.

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

SD/-

Amit Somani

Jt. Managing Director

DIN: 00378635

Place: Nagpur

Date: 03.12.2014

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ADCC INFOCAD LIMITED
10/5, I.T. Park, Nagpur-440022
[CIN: U72300MH1998PLC114790][Tel No. 91 712 2249033]

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of shares of the ADCC Infocad Limited, hereby appoint

1. Name:.....Address:.....
E-mail Id:Signature:, or failing him/her

2.Name:.....Address:.....
E-mail Id: Signature:, or failing him/her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on 30th December, 2014 at 04.00 p.m. at School of Scholars, School of Scholars Building, 2nd Floor, Modern Housing Society, Pratap Nagar, Nagpur-440022and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:
Resolution No.1: Issue of Shares to Employees of the Company in pursuant to ADCC Employee Stock Option Plan 2014.
Resolution No.2: Issue of Shares to Employees of Subsidiary Company in pursuant to ADCC Employee Stock Option Plan 2014.
Resolution No.3: Increase of Borrowing Power in pursuant to Section 180 (1) (c) of Companies Act 2013
Signed this day of 2014.

Signature of shareholder

Signature of Proxy holder(s)
Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

ADCC INFOCAD LIMITED
10/5, I.T. Park, Nagpur-440022
[CIN: U72300MH1998PLC114790] [Tel No. 91 712 2249033]
EXTRA ORDINARY GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

*DP Id No. _____

*Client Id No. _____

Regd. Folio No. _____

Name and Address:

No. of Shares held:

I hereby record my presence at the Extra Ordinary General Meeting of ADCC Infocad Limited on 30thDecember, 2014 at 04.00 p.m. At School of Scholars, School of Scholars Building, 2nd Floor, Modern Housing Society, Pratap Nagar, Nagpur-440022.

*Applicable to members holding shares in electronic form

Signature of the Member / Proxy