

# 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 or ordinary resolution for matter as considered in the Resolution appended below.

The Board of Directors of your 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 your 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 Thursday, August 03, 2017 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 Board of Directors of your Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on Friday, August 04, 2017 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](http://www.adccinfocad.com).

#### **ITEM NO. 1 – INCREASE IN AUTHORIZED SHARE CAPITAL**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61(1) (a) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force as amended from time to time), the Authorized Share Capital of the Company be altered and increased from the existing ₹10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore only) equity shares of ₹10 (Rupees Ten only) each to ₹20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 equity shares of ₹10 (Rupees Ten only) each.

**“RESOLVED FURTHER THAT** the new equity shares shall rank pari passu in all respect with the existing equity shares.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof ) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any, with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard.”

#### **ITEM NO. 2: AMEND THE MEMORANDUM OF ASSOCIATION IN PURSUANCE TO INCREASE IN AUTHORIZED CAPITAL**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force as amended from time to time) and the rules framed thereunder, the

consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

**\*\*V.** *“The Authorised Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of face value of ₹10/- (Rupees Ten) each with power to increase the capital and to divide the shares in the capital for the time being in several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify, or abrogate any such rights, privileges, as permitted by the Articles of Association of the Company.”*

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof ) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any, with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard.”

### **ITEM NO. 3: ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY IN PURSUANCE TO INCREASE IN AUTHORIZED CAPITAL**

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 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), the Article 3 of the Articles of Association of the Company be altered and substituted by the following clause:

**\*\*3.** *The Authorised Share capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- (Rupees Ten only) each, with power to increase modify the said capital and to divide the Shares for the time being of the Company into several classes and attach thereto preferential, deferred, qualified or special rights or conditions, as may be determined by or in accordance with the Articles of Association of the Company and subject to applicable legislative provisions for the time being in force, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided for by the Articles of Association of the Company and subject to applicable legislative provisions for the time being in force. The Company shall be entitled to dematerialise its existing shares, reconvert its shares held by the depositories electronically to physical form and/or to offer its fresh shares in electronic form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.*

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof ) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any

Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any, with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard.”

#### **ITEM NO.4 –ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES**

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

**“RESOLVED THAT** pursuant to the provisions of Section 63, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), Article 185 of the Articles of Association of the Company and in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2009 and the recommendation of the Board of Directors of the Company (hereinafter referred to as ‘The Board’, which expression shall be deemed to include a committee of directors duly authorised in this behalf ) of the Company and subject to such approvals, consents, permissions, terms and conditions and sanctions, if any, of BSE Limited and any other concerned Regulatory authorities and such conditions and modifications, as may be considered necessary and agreed to by the Board, consent of the Members be and is hereby accorded to capitalise, a sum not exceeding ₹ 91,40,000 (Rupees Ninety One Lac Forty Thousand only), out of the sum standing to the credit of Securities Premium Reserve Account of the Company and such capitalised amount be applied for the allotment of Bonus Shares in the ratio of 1(One) Equity Share of ₹10/-(Rupees Ten Only) each credited as fully paid up for every 10(Ten) eligible existing fully paid-up Equity Shares of ₹10/- (Rupees Ten only) each held after rounding-off to the higher number to all the members whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such date (hereinafter referred to as “Record Date”) as may be fixed in this regard by the Board of Directors of the Company and that the Bonus Shares so issued shall for all purposes, be treated as an increase in the paid up - capital of the company held by each member and not as income.”

**“RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO) / Overseas Corporate Bodies (OCBs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI) and any other regulatory authority, as may be required.”

**“RESOLVED FURTHER THAT** the new Equity Bonus Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respect rank pari-passu with the existing fully paid up equity shares of the Company, with a right to participate in dividend in full, if any, to be declared after the date of allotment of these equity shares.”

**“RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the bonus Shares and the Bonus Shares shall be credited to the beneficiary accounts of the Members, held with their respective Depository Participants within the stipulated time as laid down in the Companies Act, 2013 and the Rules thereunder.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take necessary steps for listing of such Bonus shares on Stock Exchanges where the securities of the Company are listed as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines, rules or regulations.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof ) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any, with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard.”

**ITEM NO. 5: APPROVAL FOR CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL ALTERATION TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY**

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 of the Companies Act, 2013 (“Act”) and rules made thereunder and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof, for the time being in force), Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company, subject to approval, consent, sanction and permission of the Central Government (power delegated to Registrar of Companies)/Stock Exchange and any other Regulatory and Statutory Authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **“ADCC INFOCAD LIMITED”** to **“CEINSYS TECH LIMITED”**.

**“RESOLVED FURTHER THAT** upon the receipt of fresh certificate of incorporation upon change of name, the name **“ADCC INFOCAD LIMITED”** wherever appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted with **“CEINSYS TECH LIMITED”**.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof ) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts,

deeds, matters and things that may be necessary, proper, or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any, with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard.”

#### **ITEM NO. 6 APPOINTMENT OF MR. ATUL DEV TAYAL AS DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Atul Dev Tayal (DIN: 00261332) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 1, 2017 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 (‘the Act’) and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

#### **ITEM NO. 7 –REVISION IN REMUNERATION OF MR. SAGAR MEGHE, WHOLE TIME DIRECTOR & CHAIRMAN**

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

**“RESOLVED THAT** in supersession to earlier resolution passed by the shareholders in this regard through Postal Ballot on July 06, 2016 and pursuant to the provisions of Section 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 ₹13,50,000/- per month to Mr. Sagar Meghe (DIN 00127487), with effect from April 01, 2017, 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”).

**“RESOLVED FURTHER THAT** except revision in remuneration the terms of appointment of Mr. Sagar Meghe will be same as earlier including the term i.e. May 01, 2016 to April 30, 2021”.

**“RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, then, the Board of Directors of the Company be and are hereby authorised to pay such remuneration to Mr. Sagar Meghe, Whole-time Director of the Company with the Nomenclature of Chairman 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 of the Company (which expression shall also include a Committee thereof ) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any, with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard.”

**ITEM NO. 8 –REVISION IN REMUNERATION AND TERM OF APPOINTMENT OF MR. AMIT SOMANI,MANAGING DIRECTOR**

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 for the financial year 2017-18 not exceeding ₹4,00,000/- per month with effect from April 01, 2017 to Mr. Amit Somani (DIN 00378635), 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”).

**“RESOLVED FURHTER THAT** in supersession to earlier resolution passed by the shareholders in this regard in Extra Ordinary General Meeting on May 18, 2015, the term of appointment of Mr. Amit Somani will be valid up to 31st March, 2020 and he shall be liable to be retire by rotation and other terms of appointment shall be as prescribed in the service agreement to be entered into by and between the Company”.

**“RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, then, the Board of Directors of the Company be and are hereby authorised to pay such remuneration to Mr. Amit Somani, Managing Director of the Company 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 of the Company (which expression shall also include a Committee thereof ) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any, with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard.”

**ITEM NO. 9 –REVISION IN REMUNERATION OF MR. ABHAY KIMMATKAR, JOINT MANAGING DIRECTOR**

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 for the financial year 2017-18 not exceeding ₹ 3,65,000/- per month with effect from April 01, 2017 to Mr. Abhay Kimmatkar (DIN 01984134), 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”).

**“RESOLVED FURTHER THAT** in supersession to earlier resolution passed by the shareholders in this regard in Extra Ordinary General Meeting on May 18, 2015, the term of appointment of Mr. Abhay Kimmatkar will be valid up to 31st March, 2020 and he shall be liable to be retire by rotation and other terms of appointment shall be as prescribed in the service agreement to be entered into by and between the Company”.

**“RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, then, the Board of Directors of the Company be and are hereby authorised to pay such remuneration to Mr. Abhay Kimmatkar, Joint Managing Director of the Company 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 of the Company (which expression shall also include a Committee thereof ) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any, with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard.”

**ITEM NO. 10 –APPOINTMENT OF MR. ATUL DEV TAYAL AS MANAGING DIRECTOR WITH THE NOMENCLATURE OF VICE-CHAIRMAN AND SR. MANAGING DIRECTOR**

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

**“RESOLVED THAT** pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read



with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Atul Dev Tayal as Managing Director of the Company with the nomenclature of Vice- Chairman and Sr. Managing Director for the Period with effect from July 01, 2017 to March 31, 2022 with remuneration as stated below.

Period	Fixed Salary (₹ in Lakhs)	Performance Linked Variable Salary (₹ in Lakhs)	Total Remuneration (₹ in Lakhs)
July 01, 2017 to March 31, 2018	150	-	150.0
April 01, 2018 to March 31, 2019	425	87.5	512.5
April 01, 2019 to March 31, 2020	400	50.0	450.0
April 01, 2020 to March 31, 2021	450	50.0	500.0
April 01, 2021 to March 31, 2022	500	50.0	550.0

**“RESOLVED FURTHER THAT** Mr. Atul Dev Tayal will also be eligible for Stock Options of the Company subject to Employee Stock Option Scheme duly drafted by the Nomination and Remuneration Committee and recommended by Board of Directors of the Company and approval by Shareholders in their meeting.”

**“RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, then, the Board of Directors of the Company be and are hereby authorised to pay such remuneration to Mr. Atul Dev Tayal, Managing Director with the nomenclature of Vice Chairman and Sr. Managing Director of the Company 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 of the Company (which expression shall also include a Committee thereof ) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, or incidental for the purpose of giving effect to this resolution including but not limited to filing of necessary forms, if any, with the Registrar of Companies or any other Statutory Authorities and to comply with all other requirements in this regard.”

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

SD/-

**CS JINESH VORA**

**COMPANY SECRETARY**

Place: Nagpur

Date: June 30, 2017

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 **June 30, 2017**. 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 **June 30, 2017** (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, 05 July, 2017** and ends on **Thursday, 03 August, 2017** 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 of the Company 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](mailto: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 **Thursday, 03 August, 2017**. 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, 03 August, 2017**, 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 Board of Directors of the Company 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, 04 August, 2017** at the registered office of the Company and will also be displayed on the Company website ([www.adccinfocad.com](http://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 **Thursday, 03 August, 2017**.

## 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, July 05, 2017 at 10.00 a.m. and ends on Thursday, August 03, 2017 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, June 30, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on Thursday, 03 August, 2017.

### 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>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.</li><li>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.</li></ul>
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"><li>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.</li></ul>

- 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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [cs@adccinfocad.com](mailto:cs@adccinfocad.com).

**EXPLANATORY STATEMENT**

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

**ITEM NO.1 & ITEM NO.2**

In view of the proposed issue of bonus shares and to take care of the future equity funding requirements, it is proposed to increase the authorised capital of the Company and amend the capital Clause V of Memorandum of Association (MoA) of the Company from the existing ₹10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹10/- (Rupee Ten Only) each to ₹20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹10/- (Rupee Ten Only) each. The aforesaid proposal is subject to approval of the members.

The Board of Directors of your Company recommends the Ordinary and Special Resolutions as set out in Item No.1 and Item No. 2 respectively of the accompanying notice for your approval through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions.

### **ITEM NO.3**

In order to reflect the increase authorised share capital of the Company, and in order to comply with the requirements of the Companies Act, 2013 the Articles of Association of the Company must be amended and restated. A draft of the amended and restated Articles of Association is tabled for discussion. As Per section 14 of Companies Act, 2013 the alteration of the articles of association of the Company requires your approval. The Board of Directors of your Company now seeks your approval for the same.

The Board of Directors of your Company recommends the Special Resolutions as set out in Item No.3 of the accompanying notice for the approval of members of the Company through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolutions.

### **ITEM NO.4**

The members may be aware that the operation of the Company has grown significantly during the last few years, which has generated considerable interest in the Company's Equity Shares in the Market. This coupled with the general positive economic environment, the market price of the Company's shares have also increased significantly. Considering the position of Reserves and Surplus of the Company and in order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company considered it desirable to recommend issue of Bonus Shares.

The Board of Directors, in its meeting held on June 30, 2017 considered, approved and recommended a bonus issue in proportion of 1(one) equity share for every 10(ten) equity shares of face value of ₹10/- each after rounding-off to the higher number held by such person on the 'record date' (to be determined by the Board) credited as fully paid-up bonus equity shares, such bonus equity shares to rank paripassu in all respects with the existing fully paid equity shares of the Company. The aforesaid proposal is subject to your approval as member.

The bonus shares are being issued in line with the provisions of the Companies Act, 2013 and the Rules made thereunder and the regulations & guidelines issued by the Securities and Exchange Board of India. Requisite applications will also be made to the BSE Limited (Stock Exchanges where the existing shares of the Company are already listed), for permission to deal in such bonus shares.

The Board of Directors of the Company recommends the ordinary resolution as set out in Item No. 4 of the accompanying notice for your approval through Postal Ballot.

None of the Directors, key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding.

## **ITEM NO.5**

ADCC Infocad Limited ("the Company") was incorporated on May 05, 1998, as "ADCC Cad Technology Private Limited" under the Companies Act, 1956. Subsequently, the name of your Company changed to ADCC Infocad Private Limited on August 03, 1999. The Company became a public company on July 04, 2014 and changed its name to "ADCC Infocad Limited".

The Committee of Board of Directors of your Company in their Meeting held on June 05, 2017 decided to change the name of the Company from "ADCC INFOCAD LIMITED" to "CEINSYS TECH LIMITED".

Your Company is providing Geospatial and Engineering Solutions Services. As the Company works under multiple domains, the existing name did not represent the overall work portfolio of the Company and the Board of Directors of your Company decided to change the name of the Company.

Your Company is moving towards becoming End2End solutions provider and are no more just a CAD based company. Therefore, Board identified a need to ensure that our brand reflects our current journey towards advanced GIS & Engineering services, and that audiences understand the full breadth and scope of work we offer.

"CEINSYS", pronounced as 'Sciences', underlines the fact that we have no boundaries to explore.

**CEIN** – Central India, the place from where we originated and we are central India's based company that offers customized solutions in various domains.

**SYS** – Systems, an expression of our commitment towards creating sustainable 'Systems' with cutting edge technology.

Our plans is to reach new demographic locations, acquire new talents, technologies like LiDAR, BIM, GIS integration, join hands with new partners, financiers, investors, expand our reach with new domains like – Defence, Infrastructure, etc. and will create a new image of the organisation in market.

The Board believes that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused. The new name "CEINSYS TECH" will help the company gain greater recognition globally and the name represents the harmony and robustness of our solutions. The new name has already been approved by Ministry of Corporate Affairs.

The proposed change of name would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the shareholders / stakeholders and would be subject to approval of Central Government. Further, All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 and rules made thereunder, change in Company name and consequential alteration of Memorandum of Association and Articles of Association of the Company requires approval of the Members by



way of Special Resolution. So, Board of Directors of your Company recommends passing of the resolution at Item No.5 of the Notice as Special Resolution.

The draft of the revised Memorandum of Association and Articles of Association of the Company incorporating the above proposed changes is available (in physical or electronic mode) for inspection by the members at the Registered Office of the Company on any working day during working hours from 11 a. m to 4 p. m and copies thereof shall also be made available at the meeting.

None of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in this resolution.

### **ITEM NO. 6 & 10**

The Board of Directors of your company, upon the recommendations of the Nomination & Remuneration Committee, appointed Mr. Atul Dev Tayal (DIN 00261332) as an Additional Director of the Company with effect from July 01, 2017, pursuant to Section 161 of the Companies Act, 2013.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mr. Atul Dev Tayal for the office of Director.

Mr. Atul Dev Tayal has been a Business Leader in the IT industry with an experience of more than 30 years. He holds a Degree of Bachelor of Commerce and Masters in Business Management. He also has Core expertise in business development under various managerial capacities in area of software development (IP), systems engineering / integration, and delivery of GIS & EDS services.

He has deep knowledge of Defence, Government & Homeland Security, Utilities, Chemicals, and Oil & Gas sectors – especially in acquiring and executing projects. He has achieved high level of competence in handling foreign partnerships and successfully managed international Joint Ventures.

In the opinion of the Board, Mr. Atul Dev Tayal, has the credentials and potential to get appointed as Vice Chairman and Sr. Managing Director of the Company. The Company has received consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualifications of Directors) Rules, 2014, and intimation from him in Form DIR-8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In terms of provisions of Companies Act, 2013, consent of shareholders is required for appointment of Mr. Atul Dev Tayal as Managing Director with the nomenclature of Vice Chairman and Sr. Managing Director of the Company. The Board of Directors of your company recommends the resolution set out at Item No. 6 and 10 for your approval as an Ordinary and Special Resolution respectively.

Except Mr. Atul Dev Tayal himself, none of the other directors or Key Managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO.7**

Mr. Sagar Meghe holds a Bachelor's degree in Commerce from Nagpur University. He has an overall experience of around 26 years in various fields of Information Technology, Education and socio-economical areas. He has exceptional foresight for bringing about intellectual awakening and transformation in social, educational, economic and cultural fields of rural Maharashtra.

He has been a pillar of support for your company and has taken every possible step towards betterment of the company. The Board of Directors of your Company at its meeting June 30, 2017 has pursuant to the recommendation of the Nomination and Remuneration Committee approved the remuneration of Mr. Sagar Meghe, Whole Time Director & Chairman of the Company as stated in resolution subject to the approval of Shareholders and the Central Government, if required, on terms and conditions as may be decided by Board.

Therefore, the Board recommend the resolution set out at Item No. 7 for your approval as Special Resolution.

Except Mr. Sagar Meghe himself, None of the Directors, key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution.

#### **ITEM NO. 8**

Mr. Amit Somani, Managing Director of the Company is a Chartered Accountant by profession. With 18+years of expertise in Board Collaborations, Facilities Expansions, Regulatory Compliances and Administration, he has been instrumental in bringing about technological and managerial excellence in the Company's operations. He has received several awards and recognition in the business community. He has been honoured with the prestigious award in the category of "CA Business Leader, Corporate" by the Institute of Chartered Accountants of India (ICAI) at the ICAI Awards 2016. He was also felicitated by the ICAI Nagpur Branch for receiving the award.

Considering the Managing Director's immense contributions and positive initiatives taken for the company, the Nomination and Remuneration Committee recommended and the Board vide Meeting dated June 30, 2017 had consented for the said increase in managerial remuneration of the Managing Director as stated in resolution subject to the your approval and the Central Government, if required, on terms and conditions as may be decided by Board.

Therefore, the Board recommend the resolution set out at Item No. 8 for your approval as Special Resolution.

Except Mr. Amit Somani himself, None of the Directors, key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

## **ITEM NO. 9**

Mr. Abhay Kimmatkar, Joint Managing Director is an Engineering Professional. He is responsible for Business development and operations activities. Having immense experience of 21+ years He is showcasing his exceptional skills in networking with people and clients across globe. He has been constantly expanding the business through various partnerships, acquisitions and developmental plans. He has been a great contributor in creating the Company Road Map on the lines of Vision, Mission & long term goals.

Considering the Joint Managing Director's immense contributions and positive initiatives taken for the company, the Nomination and Remuneration Committee recommended and the Board vide Meeting dated June 30, 2017 had consented for the said increase in managerial remuneration of the Managing Director as stated in resolution subject to your approval and the Central Government, if required, on terms and conditions as may be decided by Board.

Therefore, the Board recommend the resolution set out at Item No. 9 for your approval as Special Resolution.

Except Mr. Abhay Kimmatkar himself, None of the Directors, key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

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

**SD/-  
CS JINESH VORA  
COMPANY SECRETARY**

Place: Nagpur  
Date: 30/06/2017

# ADCC INFOCAD LIMITED

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

Email Id: [cs@adccinfocad.com](mailto:cs@adccinfocad.com), Web: [www.adccinfocad.com](http://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	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Increase in Authorized Share Capital from ₹10 Crore to ₹ 20 Crore.			
2.	To amend the Memorandum of Association in pursuance to Increase in Authorized Capital			
3.	Alteration in Articles of Association of the company in pursuance to Increase in Authorized Capital			
4.	Issue of bonus shares by way of Capitalization of Security Premium Reserves and to issue shares in the ratio of 1 share for every 10 shares held by such member as on record date			
5.	Change of name of the company from "ADCC Infocad limited" to "CEINSYS TECH LIMITED" and consequential alteration to Memorandum of Association and Articles of Association of the company			
6.	Appointment of Mr. Atul Dev Tayal as Director			
7.	Revision in remuneration of Mr. Sagar Meghe, Chairman and Whole Time Director			
8.	Revision in remuneration and term of Appointment of Mr. Amit Somani, Managing Director			
9.	Revision in remuneration and Term of Appointment of Mr. Abhay Kimmatkar, Joint Managing Director			
10.	Appointment of Mr. Atul Dev Tayal as Managing Director with the Nomenclature of Vice-Chairman and Sr. Managing Director			

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
Wednesday, July 05, 2017	Thursday, 03 August, 2017

**PLEASE READ THE INSTRUCTIONS CAREFULLY**

- 1) Voting Period Commences on Wednesday, 05 July, 2017 at 10:00 a.m. and ends on Thursday, 03 August, 2017 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, June 30, 2017 (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 Thursday, 03 August, 2017. 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 [cs@adccinfocad.com](mailto:cs@adccinfocad.com), with a copy marked to [evotingindia@cDSL.co.in](mailto: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 Friday, 04 August, 2017. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website: [www.adccinfocad.com](http://www.adccinfocad.com).

E-VOTING: in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-voting facility (through e-voting platform of CDSL) as an alternate which would enable the Members to cast votes electronically, instead of sending Physical Ballot Form. Please note that E-voting is optional. In case a Member has voted through E-voting facility, he/she is not required to send the Physical Ballot Form. In case Member(s) cast their votes via both modes i.e Physical Ballot as well as E-voting, then voting done through E-voting shall prevail and Physical Voting of that member shall be treated as invalid. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to E-voting.