

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ADCC INFOCAD LIMITED WILL BE HELD ON MONDAY, 18TH MAY, 2015 AT 01.00 P.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 provisions of Articles of Association and pursuant to provisions of Section 196, Section 203 read with Schedule V of the Companies Act, 2013 and subject to provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and any other modification or re-enactment thereof or any other law prevailing in India for the time being for regulation of Companies, and as per the recommendation of the Nomination & Remuneration Committee, approval of the Members be and is hereby accorded to appoint and Change the Designation of **Mr. Sameer Meghe** from Managing Director to Whole Time Director with a Nomenclature as Vice Chairman for the term from 1st April 2015 to 31st March, 2020 and he shall not be liable to be retire by rotation.

"RESOLVED FURTHER THAT subject to the provisions of section 197 and subject to the provisions of section 198 read with Schedule V of the Companies Act, 2013 and other applicable provisions the following remuneration should be paid to **Mr. Sameer Meghe** for his services as Whole Time Director with the Designation of Vice Chairman with effect from 1st April, 2015.

Salary (Upto Rs.5, 00,000/-Per Month)

Salary payable shall be up to an amount of Rs. 5, 00,000/- per month and shall be payable in accordance with the manner provided in the Articles of Association.

Perquisites

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

Maximum Remuneration

The aggregate of the remuneration i.e. inclusive of salary, dearness allowance, perquisites, and other allowances shall not exceed 5% of the net profits of the Company in a financial year, for **Mr. Sameer Meghe**, and if there is more than one such director in the Company, then 10% of the net profits of the Company for all of them together.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of **Mr. Sameer Meghe**, the Company has no profits or the profits of the Company are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances in accordance with Schedule V to the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

"RESOLVED FURTHER THAT the term of appointment of **Mr. Sameer Meghe** will be 1st April, 2015 to 31st March, 2020 and he shall not 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 and a copy of which is appended herewith".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be authorized to do all acts, deeds, matters and things as he may in his absolute discretion deem necessary, and to sign and execute all necessary documents, applications, returns and filing forms or as may be necessary, proper, desirable or expedient".

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 provisions of Articles of Association and pursuant to provisions of Section 196, Section 203 read with Schedule V of the Companies Act, 2013 and subject to provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and any other modification or re-enactment thereof or any other law prevailing in India for the time being for regulation of Companies, and as per the recommendation of the Nomination & Remuneration Committee, approval of the Members be and is hereby accorded to appoint and Change the Designation of **Mr. Amit Somani** from Joint Managing Director to Managing Director for the term from 1st April 2015 to 31st March, 2018 with a liability to retire by rotation at every annual General Meeting and shall be eligible for Re-appointment".

"RESOLVED FURTHER THAT subject to the provisions of section 197 and subject to the provisions of section 198 read with Schedule V of the Companies Act, 2013 and other applicable provisions the following remuneration should be paid to **Mr. Amit Somani** for his services as Managing Director of the Company with effect from 1st April, 2015".

Salary (Upto Rs.2, 50,000/-Per Month)

Salary payable shall be up to an amount of Rs. 2, 50,000/- per month and shall be payable in accordance with the manner provided in the Articles of Association.

Perquisites

Perquisites shall be allowed in addition to the salary as contemplated hereinabove, but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time (and in accordance with the rules made by the Company for said purpose).

The perquisites shall be evaluated etc. as per the Income- tax Act, 1961, wherever applicable and in the absence of any such provision for the same, at actual cost.

Maximum Remuneration

The aggregate of the remuneration i.e. inclusive of salary, dearness allowance, perquisites, and other allowances shall not exceed 5% of the net profits of the Company in a financial year, for **Mr. Amit Somani**, and if there is more than one such director in the Company, then 10% of the net profits of the Company for all of them together.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of **Mr. Amit Somani**, the Company has no profits or the profits of the Company are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances in accordance with Schedule V to the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

RESOLVED FURTHER THAT the term of appointment of **Mr. Amit Somani** will be 1st April, 2015 to 31st March, 2018 with a liability to retire by rotation at every annual General Meeting and other terms of appointment shall be as prescribed in the service agreement to be entered into by and between the Company and a copy of which is appended herewith.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be authorized to do all acts, deeds, matters and things as he may in his absolute discretion deem necessary, and to sign and execute all necessary documents, applications, returns and filing forms or as may be necessary, proper, desirable or expedient."

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

"RESOLVED THAT pursuant to provisions of Articles of Association and pursuant to provisions of Section 196, Section 203 read with Schedule V of the Companies Act, 2013 and subject to provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and any other modification or re-enactment thereof or any other law prevailing in India for the time being for regulation of Companies, and as per the recommendation of the Nomination & Remuneration Committee, approval of the Members be and is hereby accorded to appoint and Change the Designation of **Mr. Abhay Kimmatkar** from Whole Time Director to Joint Managing Director for the term from 1st April, 2015 to 31st March, 2018 with a liability to retire by rotation at every Annual General Meeting and shall be eligible for Re-appointment.

"RESOLVED FURTHER THAT subject to the provisions of section 197 and subject to the provisions of section 198 read with Schedule V of the Companies Act, 2013 and other applicable provisions the following remuneration should be paid to **Mr. Abhay Kimmatkar** for his services as Joint Managing Director of the Company with effect from 1st April, 2015.

Salary (Upto Rs. 2, 65, 000/- Per Month)

Salary payable shall be up to an amount of Rs. 2, 65,000/- per month and shall be payable in accordance with the manner provided in the Articles of Association.

Perquisites

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

Maximum Remuneration

The aggregate of the remuneration i.e. inclusive of salary, dearness allowance, perquisites, and other allowances shall not exceed 5% of the net profits of the Company in a financial year, for **Mr. Abhay Kimmatkar**, and if there is more than one such director in the Company, then 10% of the net profits of the Company for all of them together.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of **Mr. Abhay Kimmatkar**, the Company has no profits or the profits of the Company are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances in accordance with Schedule V to the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

RESOLVED FURTHER THAT the term of appointment of **Mr. Abhay Kimmatkar** will be from 1st April, 2015 to 31st March, 2018 with a liability to retire by rotation at every annual General Meeting and other terms of appointment shall be as prescribed in the service agreement to be entered into by and between the Company and a copy of which is appended herewith.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be authorized to do all acts, deeds, matters and things as he may in his absolute discretion deem necessary, and to sign and execute all necessary documents, applications, returns and filing forms or as may be necessary, proper, desirable or expedient."

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

SD/-
Amit Somani
Jt. Managing Director
DIN: 00378635

Place: Nagpur
Date: 20th April, 2015

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 17th April, 2015 or the Members of Company before seven days of Extra Ordinary General Meeting as per amendment made by Ministry of Corporate Affairs, on 19th March, 2015 in rules of the Companies (Management and Administration) Rules, 2014 will be entitled to vote on the Resolutions set forth in this Notice. Members who holding the shares as on 17th April, 2015 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 14th May, 2015 and will end at 05.00 p.m. on 17th May, 2015. 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 voting period begins on 14th May, 2015 at 10.00 a.m. and ends 17th May, 2015 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 17th April, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a) **For CDSL:** 16 digits beneficiary ID
 - b) **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <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 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.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- B. The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. 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

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Sameer Meghe as the Vice-Chairman with effect from 1st April, 2015 subject to necessary approval of the members of the Company in their forthcoming Extra Ordinary General Meeting. Prior to his appointment as Vice Chairman, Mr. Sameer Meghe was holding the position of the Managing Director of the Company.

As the Vice-Chairman, Mr. Sameer Meghe will be responsible for the monitoring performance of all the regions and overseeing key corporate functions.

Mr. Sameer Meghe, aged 37 years, He holds a degree in Bachelor of Commerce from Nagpur University. He has an overall experience of 16 years, having active involvement in the proceeding of the health sciences, cooperative sector and Social responsibility under the Group jurisdiction. His dynamism helps us cope up with the work pressure efficiency and effectively.

The other details of Mr. Sameer Meghe in terms of Clause 52 of the Listing Agreement, is annexed to this Notice.

The Board of Directors recommend passing of the Resolution at item no.1.

The copy of the Agreement recording the terms and conditions of his appointment as the Vice Chairman is available for inspection at the Registered Office of the Company during business hours on all working days.

Except, Mr. Sameer Meghe and Sagar Meghe, No Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution relating to appointment of Mr. Sameer Meghe.

Item Nos. 2

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Amit Somani as Managing Director with effect from 1st April, 2015 subject to necessary approval of the members of the Company in their forthcoming Extra Ordinary General Meeting. Prior to his appointment as Managing Director, Mr. Amit Somani was holding the position of the Joint Managing Director of the Company.

As the Managing Director, Mr. Amit Somani will be responsible for the day to day operations and performance of all the regions, execution of apex projects and overseeing key corporate functions.

Mr. Amit Somani aged 36 years, A Chartered Accountant, with over 14+ years of post-qualification experience in services industry. Proficient & results driven person, currently heading the company as the Joint Managing Director, experience and expertise in finance, operations, execution, strategies in sales and marketing, HR & International business, also a versatile domain expert, a man with vision whose action is the foundational key to the company's success.

The other details of Mr. Amit Somani in terms of Clause 52 of the Listing Agreement, is annexed to this Notice.

The Board of Directors recommend passing of the Resolution at item no. 2.

The copy of the Agreement recording the terms and conditions of his appointment as the Managing Director is available for inspection at the Registered Office of the Company during business hours on all working days.

Except, Mr. Amit Somani, No Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution relating to appointment of Mr. Amit Somani.

Item Nos. 3

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Abhay Kimmatkar as Joint Managing Director with effect from 1st April, 2015 subject to necessary approval of the members of the Company in their forthcoming Extra Ordinary General Meeting. Prior to his appointment as Joint Managing Director, Mr. Abhay Kimmatkar was holding the position of the Whole Time Director of the Company.

As the Joint Managing Director, Mr. Abhay Kimmatkar will be responsible for the day to day operations and performance of all the regions, execution of apex projects and overseeing key corporate functions.

Mr. Abhay Kimmatkar aged 44 years; An Engineering Professional, with over 20+ years of post-qualification experience in services industry. Currently he is initiating the Business development activities as a Whole Time Director, his experience and expertise in operations and execution with exposure to Services industry, co-operative ventures, Institutional and recently exploring the worldwide business enterprise. He also associated with various cultural, sports and Educational organizations in Maharashtra/India. A Techno-commercial person with strong business acumen and technical proficiency clubbed with robust networking capabilities.

The other details of Mr. Abhay Kimmatkar in terms of Clause 52 of the Listing Agreement, is annexed to this Notice.

The Board of Directors recommend passing of the Resolution at item no. 3.

The copy of the Agreement recording the terms and conditions of his appointment as the Joint Managing Director is available for inspection at the Registered Office of the Company during business hours on all working days.

Except, Mr. Abhay Kimmatkar, No Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution relating to appointment of Mr. Abhay Kimmatkar.

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

SD/-
Amit Somani
Jt. Managing Director
DIN: 00378635
Place: Nagpur
Date: 20th April, 2015

Details of Directors Seeking Appointment

(In pursuance of clause 52 of the listing Agreement)

Director	Mr. Sameer Meghe	Mr. Amit Somani	Mr. Abhay Kimmatkar
Date of Birth	12 th Feb, 1978	17 th Sep, 1978	06 th Oct, 1970
Initial Date of Appointment	01 st Aug, 2001	1 st July, 2006	17 th Dec, 2007
Qualifications	B.Com	CA, B.Com,	MBA, BE
Expertise in specific functional areas	Corporate Strategies, Marketing in Domestic and Overseas Business	Finance, operations, strategies in sales and marketing, HR & International business.	Execution, operations, strategies in sales and marketing
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • SMG Hospitals Private Limited • Datta Meghe Health Club Limited • Maharashtra Vidhyut Nigam Private Limited • Meghe Entertainment Private Limited • ADCC Infocom Private Limited • Meghe Education Foundation • Meghes Educational Institutions • Primus Finance Private Limited • Wardha Health Care Private Limited • Dattatraya Textile Cluster Private Limited • Datta Agrovision Private Limited • ADCC Academy Private Limited • AI Instruments Private Limited • ADCC Tech Limited 	<ul style="list-style-type: none"> • ADCC Infocad Limited • AKS Infradevelopers Private Limited • ADCC Infocom Private Limited • ATB Foodworks Private Limited • ADCC Academy Private Limited • AI Instruments Private Limited • ADCC Tech Limited 	<ul style="list-style-type: none"> • ADCC Infocad Limited • AI Instruments Private Limited • ADCC Tech Limited
Memberships/ Chairmanships of committees of other companies	Nil	Nil	Nil
Number of shares held in the Company (Excluding holding through jointly)	1,40,400	2,70,000	Nil

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 3014100]

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 18th May, 2015 at 01.00 p.m. at School of Scholars, School of Scholars Building, 2nd Floor, Modern Housing Society, Pratap Nagar, Nagpur-440022 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No.1: To appoint Mr. Sameer Meghe as Whole Time Director with the Nomenclature as Vice-Chairman of the company

Resolution No.2: To appoint Mr. Amit Somani as Managing Director of the Company.

Resolution No.3: To appoint Mr. Abhay Kimmatkar as Joint Managing Director of the Company.

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 3014100]

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 18th May, 2015 at 01.00 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