

Ref. no: ADCC/OPR/2016-17/10/0057

Date: October 06, 2016

To,
Department of Corporate Services,
BSE Limited,
25th Floor, P. J. Towers,
Dalal Street, Mumbai – 400001

Subject: Annual Report of ADCC Infocad Limited for the year 2015-16.

Scrip Code: **538734**; Scrip Name: **ADCC**

Dear Sir,

In terms of Regulation 34 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forwarding herewith Annual Report of ADCC Infocad Limited for the year 2015-16 after duly approved and adopted by the members of the Company in 18th Annual General Meeting.

Kindly take the same on record and facilitate.

Yours truly,

For ADCC Infocad Limited

Jinesh
CS Jinesh Vora
Company Secretary



Encl.: As above

TRANSFORMING CONCEPTS TO **SOLUTIONS**



ANNUAL REPORT-2016

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TRANSFORMING CONCEPTS

**Change is not a threat, it's an opportunity.
Survival is not the goal, transformative success is.**

At ADCC we strongly believe in constantly transforming concepts to Reality and Reality into Solution. ADCC is delivering GIS and Engineering Solutions to facilitate professionals with customized services in versatile engineering domains. ADCC has developed and improvised GIS solutions, to design & to capture, store, analyse, manage and present all types of geographical data and has developed domain expertise in the fields of GIS, Remote Sensing, LiDAR(Light Detection and Ranging), Photogrammetry, Energy System and Solutions, Engineering Design Services and Customized Application Development. With requisite human resource of 1200+ professionals including geologists, engineers, designers and 3D modelers ADCC is proficiently providing its services across 5 countries encompassing 3 continents.

As a specialist in GIS and Engineering services we have been serving clients with innovative and advanced solutions across a range of corporate as well as government segment with a vision to enhance their efficiency and performance, globally.



ADCC'S FOOTPRINTS

- OFFICES
- PROJECTS



REGISTERED OFFICE

Nagpur

BRANCH OFFICES

Mumbai | Pune | Hyderabad | Jaipur
Lucknow | Ahmedabad

INTERNATIONAL OFFICES

Lusaka (Zambia) | Nairobi (Kenya)

GROUP COMPANIES

ADCC Infocom Private Limited (India) | AI Instruments Private Limited
ADCC Academy Private Limited | ADCC Tech Limited | ADCC Technology Zambia Limited
(Zambia) | ADCC International East Africa Limited (Kenya)

Vision

To emerge as a premier solution provider in the areas of Geographic Information Systems, Computer Aided Design and Engineering Solutions by providing services that optimize customer investments.

Mission

To expand the market reach and penetration through a successful and satisfied clientele, who have benefited with the services and support provided by ADCC.

Quality Statement

We at ADCC Infocad Limited are committed to offer Turnkey Engineering Solutions to customers by providing precise quality & using technological edge. We are also committed to continually improve our solutions, technologies & human skills leading to total customer satisfaction & its evaluation through Management Reviews.

BUSINESS DOMAINS



GEOSPATIAL SOLUTIONS

- Cadastre
- Municipal GIS
- Resource Mapping
- Utilities
- Application Development



ENERGY SOLUTIONS

- Enterprise GIS
- Managed Services
- Automated Metering
- SCADA
- Infrastructure



DATA ACQUISITION SOLUTIONS

- Survey
- LiDAR/UAV/GPR
- Photogrammetry
- Integrated Solution
- Satellite Imagery



WATER SOLUTIONS

- Enterprise GIS
- Consultancy
- Non Revenue Water (NRW)
- NRW Smart Solutions
- SCADA
- Managed Services



BUILDING SOLUTIONS

- CAD Solutions
- BIM Solutions
- BPAS
- Plant
- Heritage & Archaeology



SOFTWARE SOLUTIONS

- Autodesk
- Digital Globe
- ESRI
- Intergraph
- Siemens
- Ansys
- Bentley

2,500 +
SATISFIED CLIENTELE



1,400 +
EMPLOYEES



GEOSPATIAL SOLUTIONS

WHAT WE SERVE

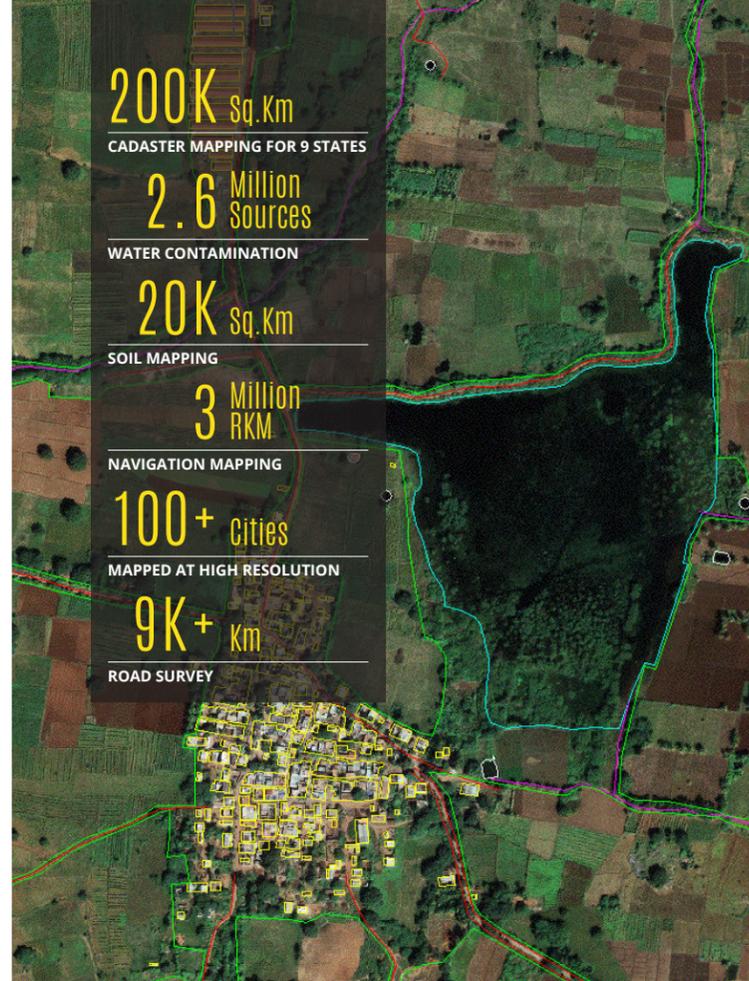
Cadastre - DGPS Survey, Geo Referencing, Cadastral Mapping, Survey & Re-Survey, Data Integration, Application Development & Maintenance

Resource Mapping - Image Acquisition, Image Classification, Mapping, Field Visits, Data Updates, Water Contamination Mapping & DSS, Landuse Landcover, Soil mapping

Municipal GIS - Image Acquisition, Data Interpretation, Infrastructure Survey, Property Survey, Data Integration, Application Development

Utilities - Network Survey, Consumer Survey, Data Integration, Data Maintenance for Telecom, Water, Electricity, Gas (Mapping using High resolution Satellite imagery)

Application Development - Artificial Recharge using GIS techniques, Watershed study and DPR preparation, Village security action plan



WHAT WE ACHIEVED

Challenge:

One of the Municipal Corporation wanted to do some technology advancements for property tax and infrastructure maintenance through GIS system. Manual record keeping and their updation is one of the major challenge for this property tax system. Numerous corporations infrastructure needs to be maintained regularly for effective service delivery, however identification of such assets within time is the main challenge.

Solution:

Realizing the importance of the concept of Geographical Information Systems (GIS) the Municipal Corporation has decided to switch over for GIS based applications.

Result:

- The entire property database is available on desktop and at the same time location of the property can be viewed on the map. Login and password based entry is given to the revenue officers who can further update the property database.
- New properties in Municipal area can be quickly identified and there property taxes can be started immediately. Identification of the problematic municipal infrastructure can be done quickly.

Challenge:

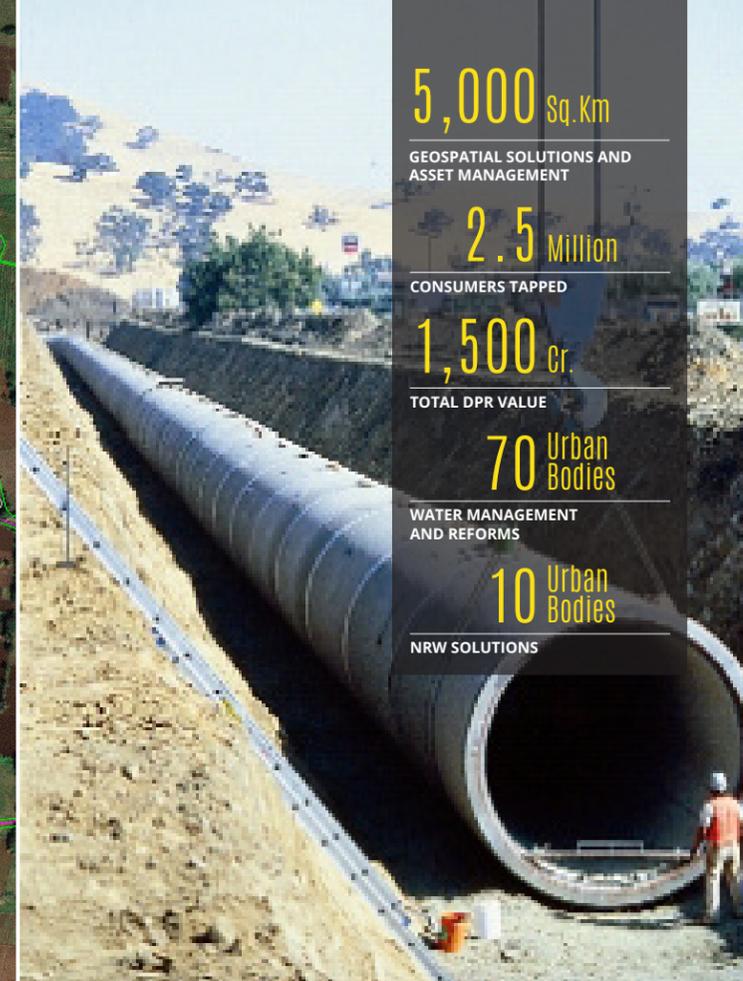
One of the leading power distribution company has a challenge in providing transparent power distribution in rural India and ensures that electricity reaches all villages and rural households.

Solution:

ADCC collected GPS points of electrical network asset viz., Existing tapping point, Existing transformer, Tapping point for proposed infrastructure, proposed transformers through field Survey at habitation level and field survey.

Results:

- We have provided input to the client to prepare DPRs for various scheme of under Re-Structured Accelerated Power Development and Reform Programme (R-APDRP) and RGGVY launched by Ministry of Power (MOP) Government of India to reform the existing Transmission and Distribution Network.



WATER SOLUTIONS

WHAT WE SERVE

Enterprise GIS - Image Processing, Base Map, Survey, Asset Mapping, Integration, Application Development

Consultancy - Water, Sewerage, Sanitation, Energy Savings

Non Revenue Water - GIS, Survey, Water Audit, Energy Audit, Modeling, Flow Meters, DPR

NRW Smart Solutions - Metering, Service Connections, Leak Detection, DMA, Study Area

Managed Services - Billing, Data Center, Compliant Redressal, Analysis, Revenue Management

WHAT WE ACHIEVED

Challenge:

One of the municipal corporations had the challenge of high levels of water loss due to physical losses (leaking pipes) and commercial losses (water theft or lack of proper billing). High Non Revenue Water levels lead them to increased operating costs, reduced revenues and poor customer service.

Solution:

With every individual getting a connection it was mandatory to give water meters so as to charge customer in proportion for the amount of water they use. Secondly it will be fair to all consumers as the meter will record specific usage and will encourage them to conserve water.

Result:

Overall Benefits of Metering

- Metering has helped the City to manage its water supply better, efficient water use among customers, reduce the number of wells, stand posts, etc. to ensure that customers enjoy a reliable supply of water.
- Water meters are an efficient tool for detecting water leaks in your service line.
- An additional benefit is a more equitable charge for water service.
- Meters, along with a rate based on usage, will allow customers to pay for what they actually use. Customers can then benefit from conservation measures they choose to implement.

Benefits of House Service Connection

- House connections will usually encourage a more generous water use for personal hygiene and cleaning purposes.
- It has less number of joints, easy to bend and gives 100% leak proof system.
- Being flexible it is easy to patch-up and with various tap fittings can be easily tapped.
- As it is leak proof, amount of water wastage is very less.
- Prevents sub soil water entering the system, which safe guards portability of water.



ENERGY SOLUTIONS

WHAT WE SERVE

Enterprise GIS - Consumer Indexing, Asset & Network Mapping, O&M management, Network Planning, Outage Management systems(OMS), Connection Management, CRM, ROW Management

Managed Services - Change Management, Data Services & delta updates, AMC, DSS, Preventive Maintenance

Automated Metering - Smart Metering, Communication Solutions & services, Data Acquisition software application, Modems, Long range Radios

SCADA - SCADA-DMS software Applications, RTU-FRTU, Fault Passage Indications(FPI), Installation, Implementation Testing Commissioning Services, O&M Management, Adaption work & revamping of existing switch gears & control panels

Infrastructure - EHV-HV substations, Distribution Transformers, GIS substations, RMU & Automation Infrastructure, Underground cables & Overhead lines

WHAT WE ACHIEVED

Challenge:

Maharashtra State electricity divisions had the prevalent situation of energy theft and were unable to identify illegal consumers backed by resident protests while conducting GIS Execution and Surveys.

Solution:

Thorough survey was undertaken and fraudulent consumers were identified with the help of police and client officials.

Result:

- Successfully completed surveys and identified 40,000 illegal consumers which resulted in increase of client revenue and reduction of energy loss.
- ADCC execution team received appreciation from MSEDCL for their contribution.
- Total of over 22k KM of HT-LT network including 46 lakh consumers were surveyed in 18 towns in Maharashtra which included highly populated towns like Greater Mumbai, Pune & Nasik.

Challenge:

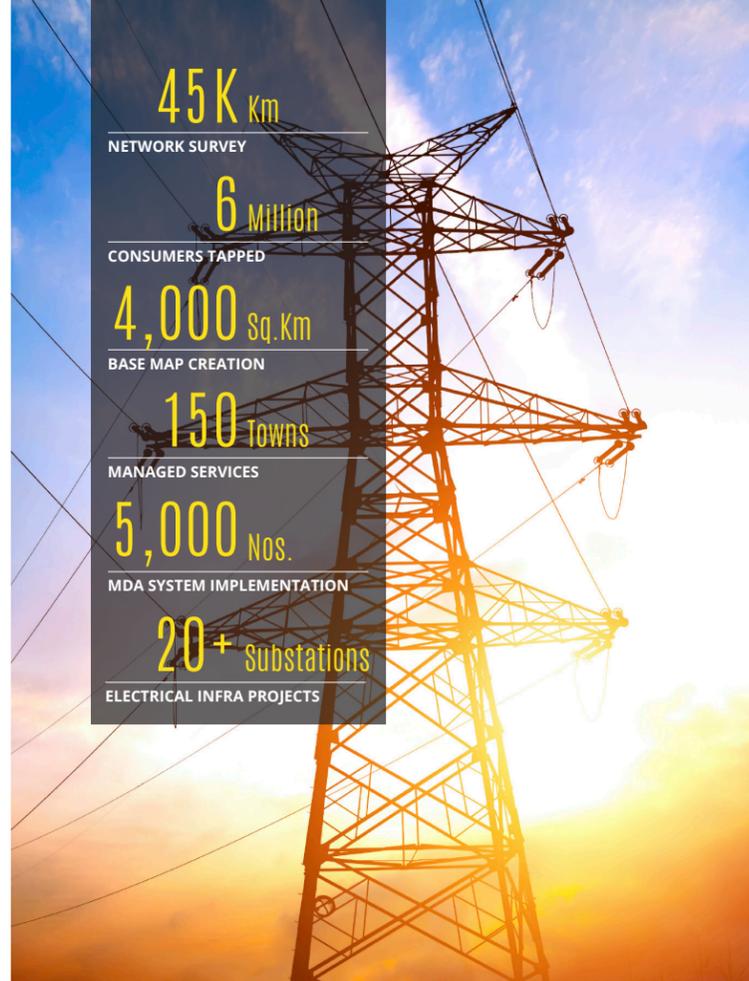
Setup billing and energy audit system through MDAS solution for some of the towns in Maharashtra and maintain the system active 95% of the time.

Solution:

- Installed and commissioned 5000 Modems across three districts supported by Data Centre Team for creating day to day entries in MDAS & continuous tracking inactive sites.
- Also, converting them to active state with the aid of 19 FMS Executives. The execution process took innovative approach, created images for each site and coding for all images.
- Positively made all HT, Feeder & COP working in MDAS, implemented Go-Live in three towns, earlier installed modems were made active and saved 300+ modems from being dumped by the client.
- 50% incompatible sites converted to AMR compatible and brought in the system for accounting to MSEDCL.

Result:

- We were able to save time & cost of our client thereby providing effective solutions for the system establishment, accurate billing and energy audit.
- Billing Efficiency increased from 50% to 99% for HT, Feeder, COP consumers. Modem active success rate maintained at 90% above higher than other which are at 50%.



39K+ Seats Sold



SOFTWARE SOLUTIONS TRAINING & IMPLEMENTATION

WHAT WE SERVE

Autodesk - AEC, Manufacturing Solutions – Pan India, Kenya, Zambia

Digitalglobe - Consulting Partner for Imagery Sales in India

ESRI - Geospatial & Web solutions

Intergraph - Imagery Applications, Leica PhotoG suite and Applications

Siemens/Ansys - Engineering Design, Analysis & Simulation, PLM

Bentley - Modelling Solutions – WaterGems, SewerGems

WHAT WE ACHIEVED

Challenge:

One of the leading civil engineering company had a challenge in meeting the productivity timelines and keep pace with new iterations of the engineering designs on the go for some of their prestigious clients – one an artificial lake (The Powai Lake, Mumbai) & second a popular tourist destination of Mumbai (A multimodal freight connectivity corridor by leading corporate conglomerate)

They required robust civil engineering software that could perform not just basic tool but also have additional customization capabilities to meet project deliverables. Both were challenging projects that required easy alteration of designs, accuracy, data analysis and customizations.

The dynamic ecological conditions in a lake and complex topographical parameters of the multimodal corridor required the customer interface to have the ability to actively customize and configure the command properties. Task based interface support was also required.

Solution:

The use of AutoCAD® Civil 3D® civil engineering design and documentation software is apt to support Building Information Modeling (BIM) workflows and accelerate project delivery, maintain more consistent data and respond faster to iterations.

An artificial lake built in 1799AD; the Powai Lake is situated at the heart of city and plays a key role in balancing the hydro-ecology of Mumbai. It has been under degradation and measure of lake restoration and de-silting has been regularly carried out. A prestigious project for its importance and ecological role, client was entrusted with the topographic survey, bathymetry and geotechnical investigation of the lake.

Result:

- Creation of lake bed surface and visualization of depth of various regions across the lake using various available styles and color coding.
- Geotechnical data was incorporated in the drawing using Geotechnical Extension of Civil 3D
- Estimation of Lake water level and volume of sediments found and reports made using volumes dashboard utility
- Large and complex infrastructure project with multiple data points that need accuracy and visualization in a realistic environment can be done with ease with InfraWorks®
- Navigation and extrapolation of geo- technical data for additional information is easier, faster and accurate with InfraWorks®
- Commitment towards hand-holding and after sales service ensures that users are updated with new features and problems resolution is prompt by the Autodesk team



DATA ACQUISITION SOLUTIONS

WHAT WE SERVE

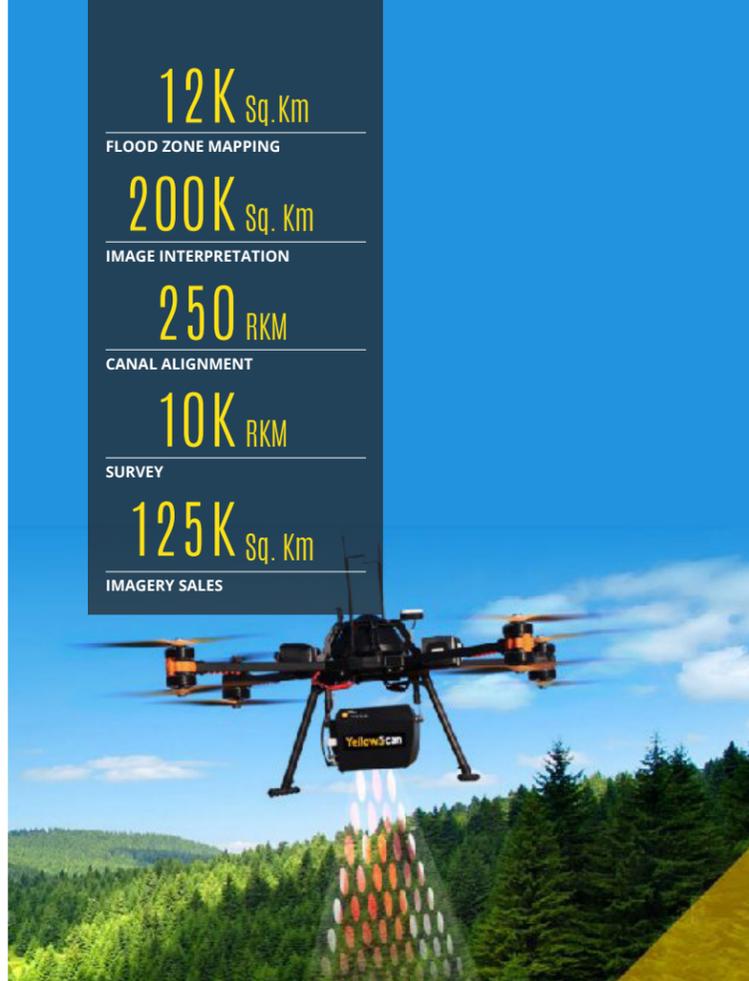
Survey - Conventional Survey using ETS, DGPS

LiDAR / UAV / GPR - Subsurface Mapping, High end surveying for Mining, Road, Heritage LiDAR Mandate for NHAI, Echo sounding for River Bed Mapping

Photogrammetry - Flood Zone Mapping, Imagery, Canal Alignment, Submergence and Reservoir Analysis

Integrated Solutions - BIM-GIS Integration SCADA integration with GIS

Satellite Imagery - Statewide - Urban, Rural, Mangrove Mapping, Image Interpretation.



BUILDING SOLUTIONS

WHAT WE SERVE

CAD Solutions - Shop Drawings, As Built Drawings – Buildings and Plant

BIM Solutions - 3D Model development – upto LOD 500, 4D Construction Simulation & 5D Costing

BPAS - E-Municipal solutions, Automated Building Plan Approval System

PLANT - 2D-3D Conversion & CAD based EDMS solutions

Heritage & Archaeology - Fort Mapping using Terrestrial Laser Scanner Monument, Mapping using Close Range Photogrammetry



ADCC IMPACT

SOCIETY	GOVERNMENT
WATER MANAGEMENT	WATER QUALITY

- ◇ Implementation of 24*7 water supply.
- ◇ Citizens of all strata to get adequate water supply.
- ◇ Convenient bill payment options & online grievance.
- ◇ Decision Support System to abate Water Contamination.
- ◇ Reduced distribution Losses.

- ◇ Reduction of Non Revenue Water.
- ◇ Ease in system operation by use of GIS.
- ◇ Illegal consumer detection & Organized billing have impacted revenue growth.
- ◇ Web based portal for citizen's grievance redressal.

LAND

- ◇ Overall transparency in the systems.
- ◇ Sale/Purchase & Mutation of land process are simplified.
- ◇ Overcome land disputes.

- ◇ Transparency in the system helped the Financial institution for quick approval of loans.
- ◇ Legal disputes minimized.
- ◇ Use of technology (Remote Sensing & LiDAR) helps in tax estimation & increase in revenue.

ENERGY

- ◇ New connection process eased out.
- ◇ Online registration & complaint redressal.
- ◇ Quick fault Identification & restoration.
- ◇ Improved response time due to quick detection & restoration.

- ◇ All electrical assets are mapped & monitored.
- ◇ Data analytics are available for taking decisions on area coverage.
- ◇ Optimization of load Flow & voltage variations due to data analysis.
- ◇ Identification of loss pockets & mitigation.
- ◇ Optimization of maintenance process thus saving costs.
- ◇ Data used for better BOQ estimations.



ADCC HIGHLIGHTS

CMMI HIGHLIGHTS

ADCC Infocad Limited has been successfully assessed and appraised at CMMI Level 3 of SEI's Capability Maturity Model Integration – CMMI SVC Version 1.3 for its services, among 71 other companies across India during FY 15-16.

CMMI helps organizations improve their capability by providing essential elements that help organize processes and consequently improve overall performance. An appraisal at maturity level 3 indicates the organization is performing at a "Defined" level. At this level, processes are well characterized and understood, and are described in standards, procedures, tools, and methods. The organization's set of standard processes, which is the basis for maturity level 3, is established and improved over time.

CMMI Institute has accepted "SCAMPI A" appraisal #25026 for Engineering Services & solution submitted on 23rd Sep 2015. The appraisal is now approved for public use. With the leadership of CA Amit Somani (MD) & Rahul Johrapurkar CMMI SVC was successfully implemented and followed within the organization.

STRENGTHS	
Strategic Service Management	Open approachable management
Work Monitoring and Control	Real-time progress monitoring using dashboard.
Organizational Training	Minimum Training ensured for every employee. Comprehensive needs analysis, planning and execution. Supportive culture Training Infrastructure
IMPROVEMENT MADE	
Work Monitoring and Control	Tracking cost while reviewing the progress. SMP was prepared and analysed along with various domains involved
Measurement and Analysis	Specific criteria is not defined to analyze variance to attract management attention. Overtime efforts are recorded.
Process and Product Quality Assurance	PPQA review of PPQA Team is Planned
Incident Resolution and Prevention	Proper Incident resolution and Prevention processes were created including automated process to log incidents
Service System Transition	The compatibility of tools with different operating systems was explicitly documented while preparing the launching plans
Integrated Work Management	Productivity values used for initial estimations are always revised using actual experience. Critical dependencies are analyzed while tracking the progress.
Organizational Process Focus	Improvements beyond CMMI gaps implementation were formally planned.
Decision Analysis and Resolution	AR was consistently followed

VISION FY-17

- Regular and Consistent PPQA Audits compliances
- Mandatory quality checks and quality assurance for projects
- Creation of Change control Board

ADCC IN MEDIA

CA Amit Somani, (MD-ADCC) and Mr. Abhay Kimmatkar (JMD-ADCC) was interviewed by Geospatial World Magazine.

Today, clients emphasize more on solutions rather than tools, and this has resulted in more projects coming out where total solution is desired instead of asking for it in bits and pieces



AMIT SOMANI
Managing Director
ADCC Infocad



Government is encouraging private players to go for technologies like LiDAR and GPR by shaping healthy policies and also investing in high-resolution satellite imagery and navigation systems through ISRO.

Abhay Kimmatkar,
Joint Managing Director,
ADCC Infocad

15 • Geospatial World • March 2016

As Solutions Become Complex, Collaboration Becomes Imperative

Rapid changes in product lifecycle are re-shaping the business by heavy competition and low cut off rates. In this evolving scenario, it is necessary to keep pace with market trends, and keep innovating and searching for faster and more efficient solutions. Organizations need to understand the sustainable products in their bag. They need to critically analyze the drastic change of demand to maintain their product lifecycle as there is rapid advancement of technology.

This shift in demand is natural and expected. As solutions become complex and specialized, the need for implementers and integrators become imperative. Since clients expect end-to-end solutions under one roof, the business ecosystem is developing in a more collaborative environment to fight back the competition.

One-size-fits-all philosophy doesn't work
Today we cannot rely on the one-size-fits-all philosophy and custom-make each solution we offer for each individual. As the clientele grows more mature and technologically enlightened, we are expected to churn out high-quality solutions with niche technology at optimized cost. For instance, we at ADCC collaborated with domain-specific solution provider for BPAS and RAMS

to compete in the market and enhance our opportunities. We also actively collaborate with industry giants like Erti, Intergraph, Bentley, DigitalGlobe, etc. For overseas business, we collaborate with local companies to increase our credentials, to reduce cultural and language gap, and to understand the market. I believe there cannot be a standard model for collaboration, we need to follow due diligence and be customer-centric in our approach to build solutions and meet mutually fill in the gaps. The trend of sharing information infrastructure is a positive step toward better business environment. This has enabled specialized solution providers to come together and create precise offerings that are better suited to the client's needs.

Information sharing also plays a crucial role for organizations to execute quick and cost-effective solutions. Governments are coming up with various solutions, such as SDMs, to bring all data on a common platform for them to be accessible by different organizations. This will reduce the cost of data preparation and also repetition of data creation. The best part about geospatial solutions is that it not just adds value to your offerings, but it also gives us smart tools. ©

Amit Somani
Managing Director
ADCC Infocad

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Geo-Smart India Event-2016

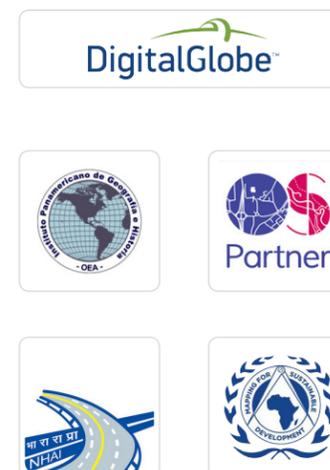


IIIT - MoU Signing

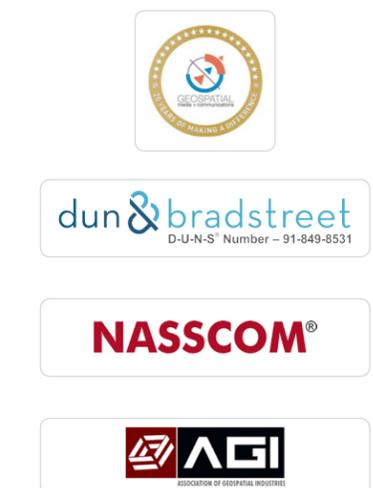
CERTIFICATIONS



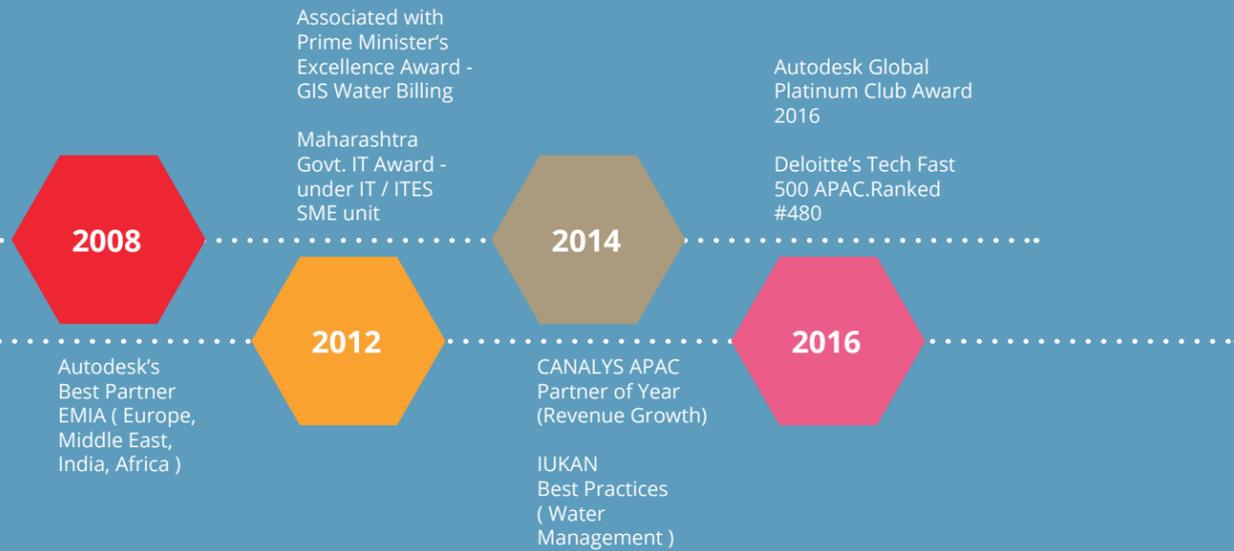
TIE UPS



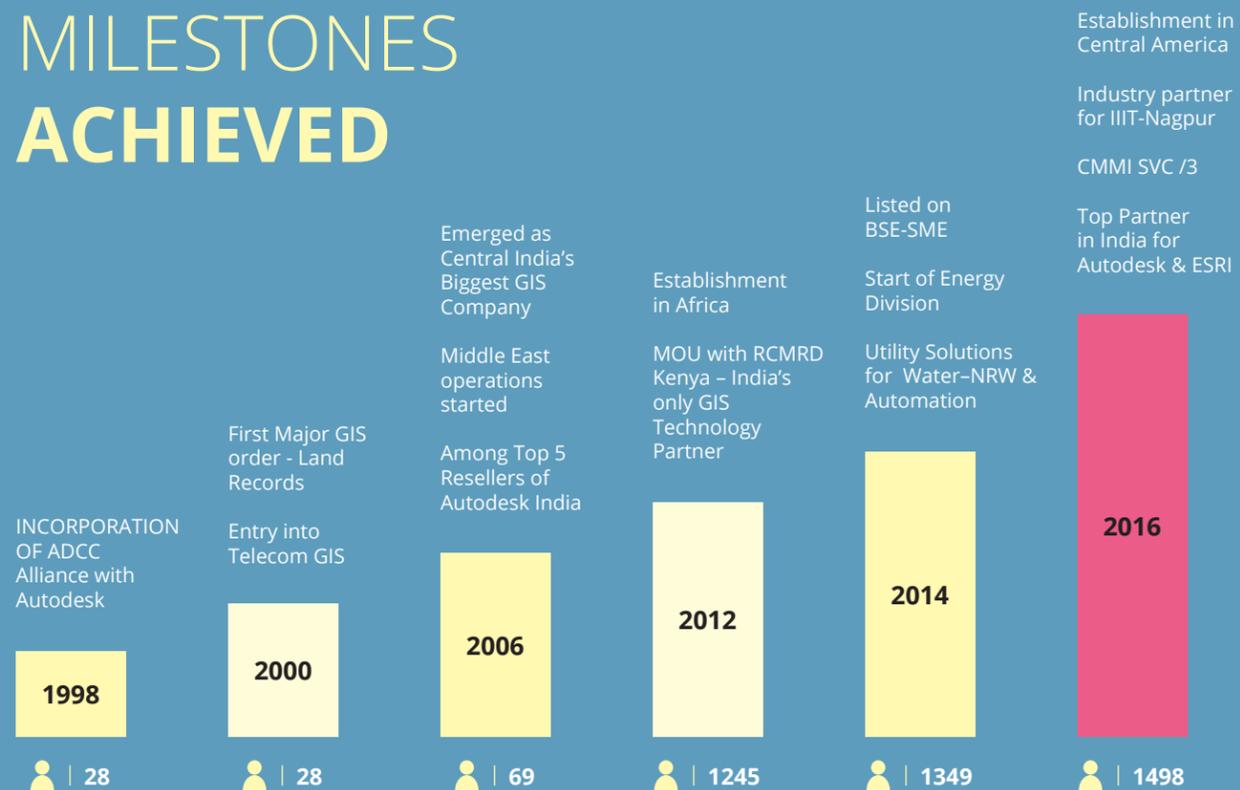
MEMBERSHIP ASSOCIATION



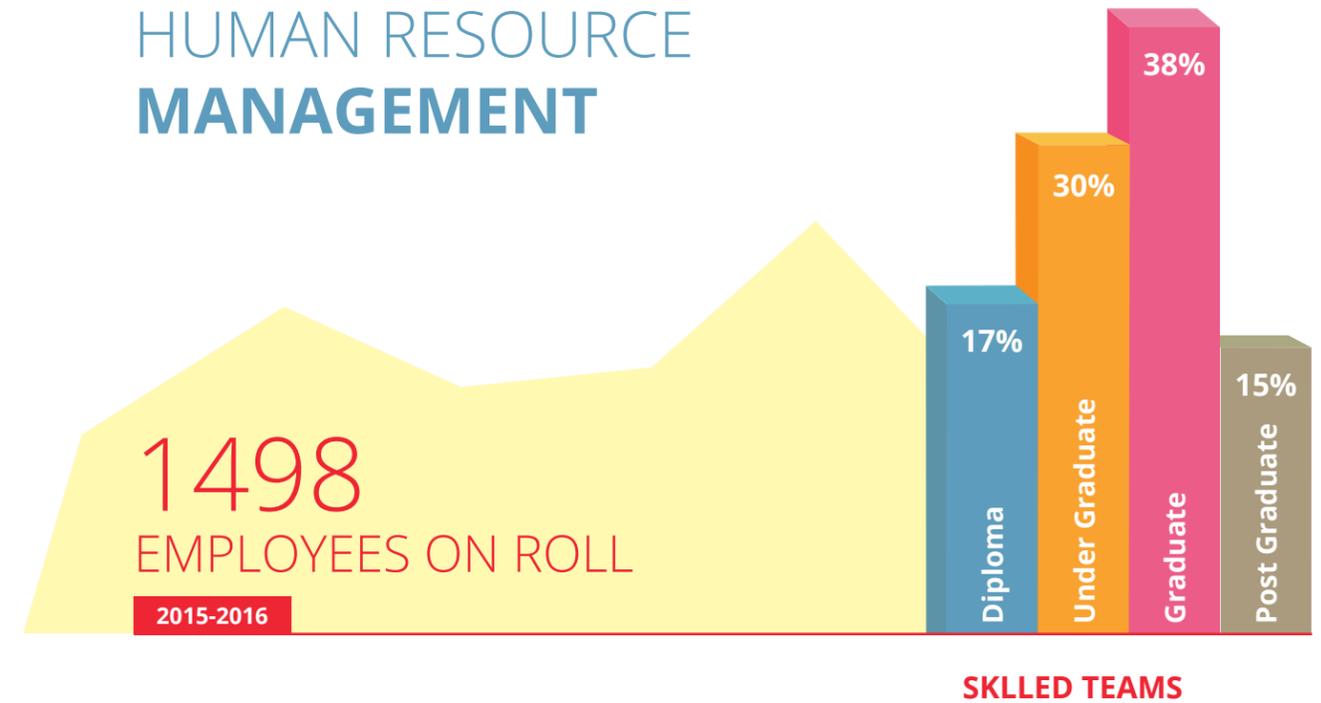
AWARDS & RECOGNITION



MILESTONES ACHIEVED



HUMAN RESOURCE MANAGEMENT



A PEOPLE FIRST COMPANY

5.64/7

EMPLOYEE **SATISFACTION** INDEX

ORGANIZATIONAL CULTURE

- **Rewarding excellence** - Recognition
- **Appraisals** on Higher Education
- **Periodic reviews** and appreciation.
- **Open Forums / HR Connects.**
- **Employee Welfare Activity**

BUILDING TALENT

- Dedicated **Training and Development Cell**
- Defined **Growth Plan**
- **Leadership development** Programs

AVERAGE AGE GROUP OF ADCC EMPLOYEES (28 YRS)



THE BOARD OF DIRECTORS



Shri Sagar Meghe
(Chairman)



Shri Sameer Meghe
(Vice Chairman)



CA Amit Somani
(Managing Director)



Dr. Abhay Kimmatkar
(Joint Managing Director)

INDEPENDENT DIRECTORS

Mr. George Jacob Thikatil

(Non-Executive & Independent Director)

Mr. Arun Wankhede

(Non-Executive & Independent Director)

Smt. Shrilekha Lanjekar

(Non-Executive & Independent Director)

Mr. Chandrakant Tiwari

(Non-Executive & Independent Director)

Letter to the Shareholder

₹ 26.15 Crore
EBITD Recorded (Growth 34%)

₹ 125.86 Crore
Total Revenue Recorded (Growth 28%)



Shri Sagar Meghe
(Chairman)

Dear Shareholders,

I take this opportunity to address you all through this, ADCC's Annual Report for FY'16. Your company has once again delivered very positive results, and the performance has been outstanding. With a turnover of ₹125.86 Cr, your company has witnessed a growth of 27.85% over the last FY, far exceeding the industry average.

The Product sales business saw a significant growth of 21.05%; up from ₹ 25.69 Cr to ₹ 31.10 Cr. Your company received the Global Platinum Club recognition from Autodesk for highest revenue earnings by a channel partner in India.

The Services segment of your company has also witnessed a commendable 30.33% growth; up from ₹ 70.03 Cr to ₹91.26 Cr. One of the significant contributors towards this growth was by our Water GIS division.

The earnings per share increased from ₹ 8.19 as against ₹ 7.24 from the previous FY. And, continuing our practice of rewarding our shareholders, your company have proposed a dividend @ 10% i.e. ₹ 1.00 per share of ₹10/- each for the financial year ended 31st March, 2016. The payment of Such dividend would involve a cash outflow ₹109.51Lacs including dividend distribution tax.

Overall, your company has delivered the results, and I congratulate each and every stakeholder who has contributed towards this growth. I would also like to express my gratitude to each and every shareholder as well as the Board Members for their support and encouragement.

Warm Regards

Sagar Meghe
Chairman

Place: Nagpur
03rd September, 2016



Managing Director's Desk



CA Amit Somani
(Managing Director)

Dear Shareholders,

"Every morning in Africa, a gazelle wakes up. It knows it must run faster than the fastest lion or it will be killed. Every morning a lion also wakes up. It knows it must outrun the slowest gazelle or it will starve to death. In short, it doesn't matter whether you are a lion or a gazelle: when the sun comes up, you'd better be running".

This is as apt for an industry as dynamic as Information Technology. Companies are expected to outpace the technological trends in order to just survive! Your company abide by this principle.

In your Company, I have distinct pleasure of leading a team of professionals who have delivered as per your expectations. There is no place for complacency in this dynamic industry – and your company take serious note of that.

I would like to thank the Chairman, Mr Sagar Meghe as well as other Board Members for placing confidence in my leadership. Their support is invaluable for implementing strategies; which in turn have brought such good results.

Your company has achieved almost 30% CAGR growth rate over the last 3 years, and now your company have set ourselves an ambitious goal of 3-5x growth over the next 5-7 years. Towards the same, your company will be taking a number of strategic steps which include consolidation of existing business, expanding global reach, diversifying domain portfolio and adding new business solutions.

It is also very important to note that the Government, federal as well as state, has started adopting geospatial solutions at a very rapid pace; which is the primary driver for growth in this technology sector in India. The key to its adoption lies in data acquisition and visualisation as well as use of variety of Geospatial technologies like GIS, Remote Sensing, LiDAR, Surveying & Mapping etc and significant portion of government information has a geospatial component.

I take this opportunity to highlight a few initiatives your company have taken towards the same.

Growth Strategy

Your company have appointed M/s. PWC (Price Water House Coopers) as consultant to define our Growth strategy for the next 5-7 years. Your company is expecting to get accurate global technological insights into the potential & market trends. At the same time, your company have appointed an independent consultant to evaluate and suggest best practices for our production and project management methodologies. I believe these two exercises will go a long way in achieving our long term objective of creating an organisational culture to drive future growth and create a stronger foundation of gearing up to the digital disruption in digital era.

Technology

The key to survival in this industry is to anticipate future trends and align ourselves accordingly. Your company have identified a few key technologies which have great potential in the future. Building Information Modelling, LiDAR, Data Analytics, Smart City solutions are just a few key areas in which your company have & will be investing.

New segments

Your company is also planning to provide Geospatial solutions to some new segments – Agriculture, Mining, Heritage Mapping... just to name a few.

Territory

Reaching out to different Geographies is also key to Company's growth. Your company have already shortlisted few Business locations in India as well globally, and are assessing the feasibility for the same.

In summary, your company have set ourselves on a very ambitious growth path, and with a very strong core team of professionals, your company are well placed to achieve the goals. While doing so, your company stand committed to our belief system - "our customers are the reason why we are in business". Your company is look forward to continued support from all stakeholders to drive this home.

Warm regards

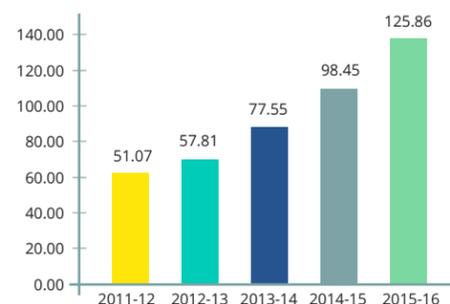
CA Amit Somani
Managing Director

Place: Nagpur
03rd September, 2016



Historical Data

Historical Data



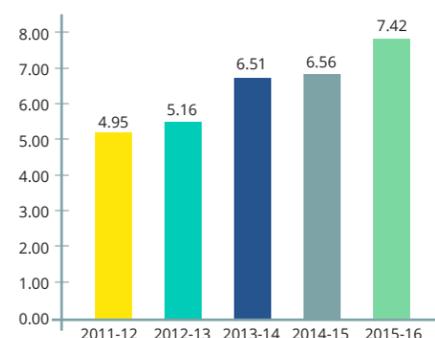
Total Turnover

- Financials of 2013-14, 2014-15, 2015-16 are based on Standalone Statements
- Financials of 2011-12, 2012-13 are based on Re-Styled Statements
- Amount in Crore



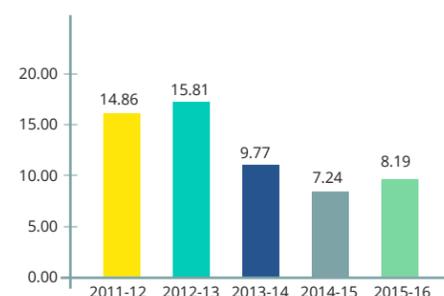
Net Worth

- Financials of 2013-14, 2014-15, 2015-16 are based on Standalone Statements
- Financials of 2011-12, 2012-13 are based on Re-Styled Statements
- Amount in Crore



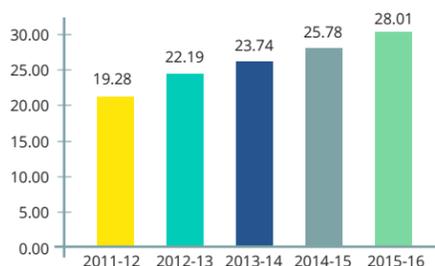
Profit After Tax

- Financials of 2013-14, 2014-15, 2015-16 are based on Standalone Statements
- Financials of 2011-12, 2012-13 are based on Re-Styled Statements
- Amount in Crore



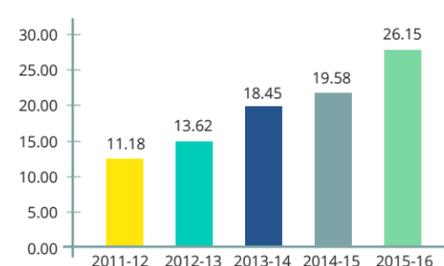
Earnings Per Share

- Financials of 2013-14, 2014-15, 2015-16 are based on Standalone Statements
- Financials of 2011-12, 2012-13 are based on Re-Styled Statements
- Amount in Rupee



Fixed Assets

- Financials of 2013-14, 2014-15, 2015-16 are based on Standalone Statements
- Financials of 2011-12, 2012-13 are based on Re-Styled Statements
- Amount in Crore



Operating Profit

- Financials of 2013-14, 2014-15, 2015-16 are based on Standalone Statements
- Financials of 2011-12, 2012-13 are based on Re-Styled Statements
- Amount in Crore

Board's Report

Board's Report

Dear Shareholders,

Your Directors have pleasure in submitting their Eighteenth Annual Report of the Company together with the Audited Financial Statements for the year ended March 31, 2016.

1) FINANCIAL RESULTS

We are delighted to present the report on our business and operations for the year ended March 31, 2016.

Particulars	Standalone		Consolidated	
	2016	2015	2016	2015
Total Income	1,25,86,35,082	98,44,85,473	1,34,06,90,901	1,08,67,34,364
Profit before interest, depreciation and taxes	26,14,58,561	19,58,38,333	23,87,84,999	20,09,10,519
Finance Cost	11,04,89,842	7,47,67,032	11,53,86,692	7,50,66,984
Depreciation	2,88,72,727	2,36,07,319	3,02,77,998	2,44,96,298
Provision for income tax	4,78,61,880	3,18,33,806	4,78,86,782	3,20,00,036
Prior Period item:				
Depreciation	0	0	0	0
Employee benefit	0	0	0	0
Net Profit for the year	7,42,34,112	6,56,30,176	4,52,33,527	6,93,47,200
Dividend	90,99,475	67,95,000	-	-
Dividend tax	18,52,471	13,83,326	-	-
Net worth	43,55,45,334	37,01,40,540	-	-
Earnings per Share (EPS) (Basic)	8.19	7.24	-	-
Earnings per Share (EPS) (Diluted)	8.07	7.10	-	-

2) COMPANY'S PERFORMANCE:

Revenues Standalone

Total Income on Standalone basis in Financial year 2015-16 increased to ₹ 1,25,86,35,082/- from ₹ 98,44,85,473/- in the previous year 2014-15, at a growth rate of 28%. Profit before interest, tax, depreciation (EBITD) were ₹ 26,14,58,561/- registering a growth of 34% over EBITD of ₹ 19,58,38,333/- in 2014-15. Profit before tax (PBT) for the year was ₹ 12,20,95,992/- recording a growth of 25% over the PBT of ₹ 9,74,63,982/- in 2014-15. Profit after tax (PAT) for the year was ₹ 7,42,34,112/- recording a growth of 13% over the PAT of ₹ 6,56,30,176/- in 2014-15.

Revenues Consolidated

Our Total Income on Consolidated basis in Financial year 2015-16 increased to ₹ 1,34,06,90,901/- from ₹ 1,08,67,34,364/- in the previous year 2014-15, at a growth rate of 23 %. Profit before interest, tax, depreciation (EBITD) was ₹ 23,87,84,999/- registering a growth of 18 % over EBITD of ₹ 20,09,10,519/- in 2014-15. Profit before tax (PBT) for the year was ₹ 9,31,20,309 /- recording a decline of 8.8% over the PBT of ₹ 10,13,47,237 /- in 2014-15. Profit after tax (PAT) for the year was ₹ 4,52,33,527/- recording a decline of 0.53 % over the PAT of ₹ 6,93,47,200/- in 2014-15.

3) DIVIDEND:

In continuation of earlier trend of declaring cash dividend and keeping in mind the overall performance and the outlook for your Company, the directors are pleased to recommend for approval of the members, at the ensuing Annual General Meeting, a final dividend of ₹ 1/- per share for the financial year 2015-16 aggregating to ₹ 90,99,475/-. The equity dividend outgo for the Financial Year 2015-16, if approved by the members would involve a cash outflow of ₹ 1,09,51,946 /- including dividend tax for financial year 2015-16.



■ Board's Report

The Final Dividend, subject to the approval of Members at the Annual General Meeting on September 29, 2016, will be paid on or after October 10, 2016 to the Members whose names appear in the Register of Members, as on the date of book closure, i.e. from September 24, 2016 to September 29, 2016 (both days inclusive).

4) TRANSFER TO RESERVES:

The Company has not transferred any amount to the general reserve account during the reporting period.

5) EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as Annexure 6 to Director's Report.

6) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the standalone financial statements provided in this Annual Report.

7) PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The Company has adequate internal Control systems and follows procedures for purpose of identification and monitoring of related party transactions. All related party transactions are periodically placed before the Audit Committee for review and approval, as appropriate. The Company is listed on SME platform of BSE, thus the provisions of regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding formulation of policy on materiality of related party transactions is not applicable to the Company. There were no materially significant related party transactions made by the Company with promoters, Directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as Annexure 2 to the Board's report.

8) STATE OF COMPANY'S AFFAIRS:

The Company is an ITES Company serving in Geospatial Services & Solutions. It has emerged as a specialist in GIS & Engineering Services Solutions provider as well in infrastructural deliverables. The company offers diversified services to address engineering challenges in an increasingly complex world while making continual advancement in the infrastructure, technology and resources to various engineering industry verticals.

The Company has developed GIS Services & Solutions with infrastructure facilitation (water & electricity), to capture, to integrate, to analyze, to design, to manage and present all types of geographical data / information in the fields of GIS, Remote Sensing, LiDAR (Light Detection And Ranging), Photogrammetry, Energy System & Solutions, outright Infrastructural Solutions (Electricity & Water), Emergent with Building Information Modeling (BIM), SMART Solutions and SMART grid catering to SMART Cities, Surveys and Customized Software Application Development.

9) MATERIAL EVENTS OCCURRING AFTER BALANCE SHEET DATE:

The Promoters of the Company Mr. Sagar Meghe, Mr. Sameer Meghe and their spouses Mrs. Devika Meghe and Mrs. Vrinda Meghe respectively has made an open offer pursuant to regulation 3(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 were the said persons are acting as acquirer(s) to acquire upto 23,65,864 equity shares representing 26% of the total paid up equity share capital of the Company. The said offer will result into a considerable change in shareholding pattern of the Company.

The Board has proposed a postal ballot on 28th May, 2016 for the approval of shareholders which they approved through E-voting and Postal Ballot Form the result of which declared on 06th July, 2016. The business transacted through postal ballot includes Alteration of Main object clause of Memorandum of Association, change in designation and remuneration of Mr. Sagar Meghe as whole time director with the nomenclature of chairman of the Company and to consider change in remuneration of Mr. Sameer Meghe, Mr. Amit Somani and Mr. Abhay Kimmatkar.

■ Board's Report

10) FIXED DEPOSITS:

In terms of the provision of Sections 73 of the Companies Act, 2013 read with the relevant rules, your Company has not accepted any fixed deposits during the year under review.

11) MANAGEMENT'S DISCUSSION AND ANALYSIS:

In terms of the provisions of Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management's Discussion and Analysis Report on the financial condition and result of consolidated operations of the Company for the year under review is presented in a separate section forming part of the Annual Report.

12) SUBSIDIARIES:

As on March 31, 2016, we have six subsidiaries which are as follows:-

1. ADCC Infocom Private Limited;
2. AI Instruments Private Limited;
3. ADCC Academy Private Limited;
4. ADCC Tech Limited;
5. ADCC International East Africa Limited and
6. ADCC Technology Zambia Limited

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 is appended as Annexure 1 to the Board's report.

The statement also provides the details of performance, financial positions of each of the subsidiaries. These documents will also be available for inspection during business hours at our registered office in Nagpur, India.

During the year, Non-current investments were made in the following subsidiaries:

- 1)ADCC Academy Private Limited;
- 2)ADCC Tech Limited;
- 3)AI Instruments Private Limited;
- 4)ADCC Infocom Private Limited;

13) BUSINESS:

Strategy

At ADCC our strategic objective is to build up an integrated platform in Geospatial field which enables us to serve our clients to the best of their requirements and at the same time generating profitable growth for our investors. In order to fulfill these objectives and to meet the demands of present and future, the Company in consultation with Price Water House Coopers is developing Strategic Management Plan which deals with challenges, opportunities, and new initiatives which will result into growth for company and its Stake Holders.

Human resources management

To ensure good human resources management, your Company focuses on all aspects of the employee lifecycle. In ADCC Retention has been identified as one of the areas within HR to strategize upon. As a part of HR initiative for retentions we have specifically Implemented some Industry Best practices with employee Benefits.



The Company periodically arranges Rewards and Recognitions programs at the right time for the right resource and they are in the form of monetary rewards, Paid Vacations for extraordinary performances, certificates, Awards and the Company conduct Regular surveys and Audits to judge employee Satisfaction and reviews for changes accordingly, Survey from great place to work with focus on organizational culture, employee inputs etc, Target based incentive plans and Timely annual Appraisals. This provides a holistic experience for the employees well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

The focus of the HRD during FY 15-16 was to give the human resources the chance to grow and nurture themselves in the organization. The focus was to develop the employee capability while maintaining a work life balance which in turn will ensure a holistic growth of each and every employee of ADCC. This approach will strengthen our aim to consider our employees as human assets. The focus was also on training and development where in each employee a mandatory 48 hours of training to enhance their skills. Another aspect to build a skilled workforce was to decentralize the recruitment process and conduct various walk in interviews at project sites to hire local talent. Recruitment was done to increase the diversity and knowledge base within the company.

Internship MOUS were tied up with prestigious GIS colleges for obtaining M. Tech and MSc students for internship programs at your Company, who were subsequently offered a permanent position with the company. Structured insurance policies were created and the information conveyed to all employees for their well-being and benefit. ADCC follows a 360 degree appraisal methodology. Self-appraisal as well as reporting authority's evaluation is considered. Employees are also given a chance to present their views to the top management directly as well. Employee Engagement survey was one such important survey conducted amongst employees, which yielded a result of more than 90% trust amongst employees on its top management.

On the welfare side Annual sports day was conducted to make employees realize the importance of physical Fitness, health camp was also successfully done as a part of welfare of Head Office and branch offices.

14) RISK MANAGEMENT:

For your Company, Risk Management is an integral and important component of Corporate Governance. Your Company believes that a robust Risk Management ensure adequate controls and monitoring mechanisms for a smooth and efficient running of the business. A risk-aware organization is better equipped to maximize the shareholder value. Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company. These levels form the strategic defense cover of the Company's risk management. The Company has a robust organizational structure for managing and reporting on risks. The Company follows well established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board. The Company's Business Risk Management Framework helps in identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and Magnitude of impact and determining a response strategy.

The key cornerstones of your Company's Risk Management Framework are:

- 1) Periodic assessment and prioritization of risks that affect the business of your Company;
- 2) Development and deployment of risk mitigation plans to reduce the vulnerability to the prioritized risks;
- 3) Focus on both the results and efforts required to mitigate the risks;
- 4) Defined review and monitoring mechanism wherein the functional teams, the top management and the Board review the progress of the mitigation plans.

15) CORPORATE GOVERNANCE:

Your Company strives to ensure that best corporate governance practices are identified, adopted and Consistently followed. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value. Your Directors reaffirm their continued commitment to good corporate governance practices. It is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. The Company presents a statement of all related party transactions before the Audit Committee. A detailed report on Corporate Governance forms an integral part of Annual Report and is set out as separate section therein.

16) APPOINTMENT OF STATUTORY AUDITORS:

The Members of the Company at the Annual General Meeting of the Company held on August 26, 2014 appointed M/s. Shah Baheti Chandak & Co, Chartered Accountants (Firm Registration No.109513W) as the Statutory Auditors of the Company to hold such office till the conclusion of twentieth (20th) Annual general Meeting.

M/s. Shah Baheti Chandak & Co, Chartered Accountants have confirmed their eligibility and willingness to accept office, if appointment is ratified by the Members of the Company. The ratification of appointment of Statutory Auditors is subject to the approval of the Members of the Company. Your Directors propose ratification of appointment of M/s. Shah Baheti Chandak & Co, Chartered Accountants Co. as the Statutory Auditors of your Company.

Auditors' report is self-explanatory and therefore does not require further comments and explanation.

17) SECRETARIAL AUDITORS' REPORT:

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Sushil Kawadkar, Practicing Company Secretary to undertake the Secretarial Audit of the Company.

In terms of provisions of sub-section 1 of section 204 of the Companies Act, 2013, the Company has annexed to this Board Report as Annexure-5, a Secretarial Audit Report given by the Secretarial Auditor.

18) BOARD OF DIRECTORS AND ITS MEETINGS:

The Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of executive, non-executive and independent Directors including one woman Director. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders.

One meeting of the Board of Directors is held in each quarter. Additional meetings of the Board are convened as may be necessary for proper management of the business operations of the Company. Separate meeting of independent Directors is also held at least once in a year to review the performance of non-independent Directors, the Board as a whole and the Chairman.

The details pertaining to the composition, terms of reference, etc. of the Board of Directors of the Company and the meetings thereof held during the financial year are given in the Report on Corporate Governance section forming part of this Annual Report.

19) DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



■ Board's Report

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

20) DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on March 31, 2016, your Company has 5 (five) Non-Executive Directors out of them 4 (four) are Non-Executive Independent Directors. Pursuant to Section 149 of the Companies Act, 2013, every listed company shall have at least one-third of its total strength of the Board of Directors as Independent Directors. Based on the present composition of the Board of Directors and the number of Independent Directors, the Company complies with this requirement.

In terms of Section 152 of the Companies Act, 2013 and Article 134 of the Articles of Association of your Company, Mr. Amit Somani, Director is liable to retire by rotation at the Eighteenth Annual General Meeting. Mr. Amit Somani has confirmed his eligibility and willingness to accept the office of the Director of your Company, if confirmed by the Members at the ensuing Annual General Meeting.

In the opinion of your Directors, your Company will continue to benefit from Mr. Amit Somani in his capacity as the Managing Director of your Company. Your Directors, therefore, recommend that the proposed resolution relating to reappointment of Mr. Amit Somani be passed.

21) POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the **Corporate Governance Report**, which forms part of the directors' report.

22) DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTOR:

The Board of the Company comprises eight Directors, out of which four Directors are independent. All independent Directors of the Company have declared and confirmed that they meet with the criteria of independence, as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

23) BOARD EVALUATION:

The provision of sec. 149(8) of Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Further Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Nomination and Remuneration Committee of the Company has laid down the criteria for performance evaluation of the Board, its Committees and individual directors including independent Directors.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report section in this Annual Report. Recommendations and suggested areas of improvement for the Board, its various committees and the individual Directors were considered by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

■ Board's Report

24) COMMITTEES OF THE BOARD:

During the year under report, the Board of Directors of your Company constituted the following Committees of the Board. The details of the powers, functions, composition and meetings of the Committees of the Board held during the year are given in the Report on Corporate Governance section forming part of this Annual Report.

- Management Committee
- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship and Grievance Committee

25) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under Sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are mentioned as Annexure 10 to the Board's report.

26) EMPLOYEE STOCK OPTION PLANS:

The Nomination and Remuneration Committee (NRC) of the Board of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the applicable provisions of SEBI Guidelines. Your Company has issued and implemented the Employees Stock Option Scheme ("Scheme") named as ADCC ESOP 2014 in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the SEBI Regulation") as a measure to reward and motivate employees as also to attract and retain the talent to its employees. Details of the stock options granted under ADCC ESOP 2014 is annexed to this Report as Annexure 8.

During the year under review, the Company has allotted 39,475 shares pursuant to "ADCC Employee Stock Option Plan, 2014" on 11th of March, 2016. The issuance of shares pursuant to the said scheme has resulted in the increase in number of Equity shares issued by the Company which stands at 90,99,475 shares as on date.

27) CORPORATE SOCIAL RESPONSIBILITY:

The Company is committed to conduct its business in a socially responsible, ethical and environmental friendly manner and to continuously work towards improving quality of life of the communities in its operational areas. The Board of Directors at its meeting held on May 08, 2014 had constituted Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of Companies Act, 2013 read with rules formulated therein. The CSR agenda is planned in consultation with the CSR committee members through a systematic independent need assessment. We believe in positive relationships that are built with constructive engagement which enhances the economic, social and cultural well-being of individuals and regions connected to our activities. The Company pursuant to the recommendation of the CSR Committee had adopted a detailed policy on Corporate Social Responsibility and also discussed and identified the core areas in which the CSR activities was proposed to be carried out in the CSR Committee Meetings from time to time. The Corporate Social Responsibility Policy can be accessed on the Company's website at the link: <http://adccinfocad.com/investors/Policies/Corporate-Social-Responsibility-Policy.pdf>

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure 7 of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

28) EXTRACT OF ANNUAL RETURN:

As provided under Section 92(3) of the Act, the extract of annual return is annexed as Annexure-6 to the Board's report in the prescribed Form MGT-9.



29) VARIATION OF IPO PROCEEDS:

Pursuant to regulation 32(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Company is required to give an explanation for variation in utilisation of IPO proceeds. The Company executes projects in Geospatial & Engineering services i.e. GIS/Remote Sensing, LiDAR (Light Detection and Ranging), Photogrammetry, Energy System and solutions, Engineering Design Services, Surveys and Customized Application Development and therefore requires Technical Equipment, Software and Hardware to carry out the aforesaid activities.

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

Thus, by keeping in mind the above issues Company management has decided that it will utilize the money so raised, as and when the need arise, in best possible way with complete transparency. The detailed utilisation of IPO proceeds till March 31, 2016 is mentioned in Financial Statement, which forms part of Annual Report.

30) VIGIL MECHANISM (WHISTLE BLOWER POLICY):

In terms of the section 177(9) of companies act, 2013 and rules framed thereunder, your Company has established a 'Whistle Blower Policy and Vigil Mechanism' for directors and employees it provides a channel to the employees to report to the appropriate authorities concerns about unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the concerned authorities. The details of the vigil mechanism (whistle blower policy) are given in Annexure 9 of this board report.

31) PREVENTION OF INSIDER TRADING:

The Securities and Exchange Board of India (SEBI) vide notification dated January 15, 2015 has put in place a new framework for prohibition of Insider Trading in Securities and to strengthen the legal framework there of. These new regulations of the SEBI under the above notification have become effective from May 15, 2015. Accordingly, the Board has formulated Insider Trading Policy in accordance with Regulation 8 & 9 of Insider Trading Regulations, 2015 for regulating, monitoring and reporting of Trading of Shares by Insiders. The Code lays down guidelines, procedures to be followed and disclosures to be made while dealing with shares of the Company. The copy of the same is available on the website of the Company at the link: <http://adccinfocad.com/investors/Policies/Insider-Trading-Policy.pdf>

32) LEGAL, GOVERNANCE AND BRAND PROTECTION:

Your Company continued to focus on the key areas and projects within the Legal, Compliance and Corporate Affairs functions. The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to the Board's Report.

33) INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries and reports the same on quarterly basis to Audit Committee.

34) ENHANCING SHAREHOLDERS VALUE:

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation.

35) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

36) SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (SHWWA):

ADCC's quest for competitive excellence consists of its commitment to lawful and ethical conduct and adherence to its values. Integrity, honesty and respect for people remain some of its core values. Your Company is committed to providing a work environment that is professional and mature, free from animosity and one that reinforces our value of integrity that includes respect for the individual. The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. The Policy aims to develop a harmonious and productive working environment free from sexual harassment. The Company also ensures all allegations of sexual harassment are investigated and dealt with effectively and appropriately.

37) ACKNOWLEDGEMENT:

Your Directors place on record their appreciation to the Government of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express our sincere appreciation for their continued co-operation and assistance. We look forward to their continued support in future. We wish to thank our bankers, investors, rating agencies, customers and all other business associates for their support and trust reposed in us.

Your Directors express their deep sense of appreciation for all the member of the ADCC family whose commitment, co-operation, active participation, dedicated efforts, consistent contribution and professionalism at all levels has made the organization's growth possible.

Finally, the Directors thank you for your continued trust and support.

For and on behalf of the Board of Directors


Mr. Sagar Meghe
(Chairman)


CA Amit Somani
(Managing Director)

Place: Nagpur
Date: 03rd September, 2016



■ Annexures to the Board's Report

Annexures to the Board's Report

Annexure 1 - Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Particulars	Name of Subsidiary					
	ADCC Tech Limited	ADCC Academy private Limited	ADCC Infocom Private Limited	AI Instruments Private Limited	ADCC Technology Zambia Limited	ADCC International East Africa Limited
The date since when subsidiary was acquired	14/02/2015	30/12/2013	25/08/2013	25/09/2013	15/10/2014	27/03/2013
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)	31st December every year (Not Similar to holding Company)	30th June every year (Not Similar to holding Company)
a) Reporting currency b) Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	a) Zambian Kwacha b) 0.17108 kwh/inr*	a) Kenyan Shilling b) 1.50253 kes/inr*
Share capital	5,00,000	1,00,000	1,00,000	1,00,000	58,452#	84,19,133#
Reserves & surplus	3,18,198	(1,20,17,116)	1,02,28,233	(65,78,972)	(18,90,950) #	(1,95,67,525) #
Total assets	20,70,902	2,74,26,141	1,07,66,457	53,69,885	10,926#	1,22,15,629#
Total Liabilities	20,70,902	2,74,26,141	1,07,66,457	53,69,885	10,926#	1,22,15,629#
Investments	-	-	-	-	-	-
Turnover	4,68,000	5,30,80,075	77,36,438	95,86,370	-	1,92,61,991#
Profit before taxation	7,600	(77,00,031)	(4,52,213)	(51,41,575)	(17,54,671) #	(1,39,34,792) #
Provision for taxation	2,348	-	-	-	-	-
Profit after taxation	5,252	(77,00,031)	(4,74,767)	(51,41,575)	(17,54,671) #	(1,39,34,792) #
Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL
Extent of shareholding (In percentage)	100%	100%	100%	100%	90%	90%

* Exchange rates are mentioned as on March 31, 2016.

Amount Converted in INR on the basis of exchange rate as on March 31, 2016

- Names of subsidiaries which are yet to commence operations - NIL
- Names of subsidiaries which have been liquidated or sold during the year - NIL

■ Annexures to the Board's Report

Part "B": Associates and Joint Ventures

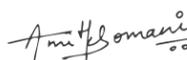
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Joint Ventures	ADCC Infocad Private Limited JV SAP Control Systems
1. Latest audited Balance Sheet Date	31/03/2016
2. Date on which the Joint Venture was associated or Acquired	24/04/2012
3. Shares of Joint Ventures held by the company on the year end	
- No.	NA
- Amount of Investment in Associates/Joint Venture	4,60,918
- Extend of Holding (In percentage)	NA
4. Description of how there is significant influence	No Significant Influence
5. Reason why the joint venture is not consolidated	An interest in a jointly controlled entity which is acquired and held exclusively with a view to its subsequent disposal in the near future
6. Net worth attributable to shareholding as per latest audited Balance Sheet	10,58,587
7. Profit/Loss for the year	
i. Considered in Consolidation	NA
ii. Not Considered in Consolidation	(3,18,810)

- Names of associates or joint ventures which are yet to commence operations - ADCC Infocad Limited JV Shri Madhavrao Tukaram phad.
- Names of associates or joint ventures which have been liquidated or sold during the year - NA.

For and on behalf of the Board of Directors


Mr. Sameer Meghe
(Vice Chairman)


CA Amit Somani
(Managing Director)


CA Dinesh Singh
(Chief Financial Officer)


CS Jinesh Vora
(Company Secretary)

Place: Nagpur
Date: 03rd September, 2016



■ Annexures to the Board's Report

Annexure 2 –

Particulars of contracts / arrangements made with related parties

(Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 – AOC-2)

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2016, which were not at arm's length basis.

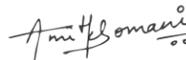
Details of contracts or arrangement or transactions at arm's length basis

The details of contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2016 are as follows:

Sr No.	Name of related party	Nature of Relationship	Duration of contract	Salient terms	Amount (In ₹)
Nature of contract					
Investment in equity instruments during 2015-16					
1	ADCC Infocom Private Limited	Wholly Owned Subsidiary	Not Applicable	Not Applicable	5,61,756
2	AI Instruments Private Limited	Wholly Owned Subsidiary	Not Applicable	Not Applicable	10,000
3	ADCC Academy Private Limited	Wholly Owned Subsidiary	Not Applicable	Not Applicable	5,200
4	ADCC TECH Limited	Wholly Owned Subsidiary	Not Applicable	Not Applicable	25,050
Rent Paid during 2015-16					
1)	Mr. Sameer Meghe	Key Managerial Personnel	5 Years	Rent Agreement	15,24,600
2)	Mr. Amit Somani	Key Managerial Personnel	12 Months	Rent Agreement	1,20,000
3)	Mrs. Shalinitai Meghe	Relative of Key Managerial Personnel	5 Years	Rent Agreement	42,55,075
4)	Mrs. Sheetal Somani	Relative of Key Managerial Personnel	12 Months	Rent Agreement	1,20,000
5)	Ms. Radhika Meghe	Relative of Key Managerial Personnel	12 Months	Rent Agreement	24,00,000
6)	Raghav Infra Developers & Builders Private Limited	Enterprise in which Key Managerial Personnel exercises control	12 Months	Rent Agreement	3,18,938
Rent Received					
1)	ADCC Academy Private Limited	Wholly Owned Subsidiary	12 Months	Rent Agreement	9,02,817
2)	AI Instruments Private Limited	Wholly Owned Subsidiary	12 Months	Rent Agreement	1,68,096
Remuneration to relatives of KMPs					
1)	Mrs. Jayshree Kimmatkar	Relative of Key Managerial Personnel	-	Payment towards Salary	13,06,932
Payment of Professional Fees					
1)	Mrs. Smita Meghe	Relative of Key Managerial Personnel	-	Payment towards Professional Fees	14,75,000
2)	Mrs. Sheetal Somani	Relative of Key Managerial Personnel	-	Payment towards Professional Fees	27,00,000

For and on behalf of the Board of Directors


Mr. Sagar Meghe
(Chairman)


CA Amit Somani
(Managing Director)

Place: Nagpur
Date: 03rd September, 2016

■ Annexures to the Board's Report

Annexure 3 –

Particulars of Employees

(Detail pertaining to remuneration as required under Section 197(12) of the Companies Act 2013 read with Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

We are serving in the field of geospatial and information technology domain to facilitate the professionals with customized solutions for versatile engineering domains. The remuneration and perquisites provided to our employees including that of the Management are on a par with industry levels. The nomination and remuneration committee continuously reviews the compensation of our MD and senior executives to align both the short-term and long-term business objectives of the Company and to link compensation with the achievement of measurable performance goals.

Remuneration paid to Managing Director, Executive Director and whole-time directors

Name of the director	Title	Remuneration in fiscal 2016 (₹ In Lac)*	% increase in Remuneration in the financial year 2015-16	Ratio of Remuneration of each Director to median remuneration of employees#
Mr. Sagar Meghe	Non-Executive Director	-	-	-
Mr. Sameer Meghe	Whole-Time Director	60.00	-	22.99
Mr. Amit Somani	Managing Director	30.00	14.55	11.49
Mr. Abhay Kimmatkar	Joint Managing Director	31.80	31.19	12.18

* Remuneration considered of Gross Annualized Salary.
Median is based on Gross Annualized Salary.

Remuneration paid to independent directors

Name of the director	Remuneration in fiscal 2015 (₹ In Lac)	% increase in Remuneration in the financial year 2014-15
Mr. George Jacob	-	-
Mr. Prafull Bahe	-	-
Mr. Chandrakant Tiwari	-	-
Mr. Arun Wankhede	-	-
Mrs. Shreelkha Lanjekar	-	-

Remuneration of other Key Managerial Personnel (KMP)

Name of the KMP	Title	Remuneration in fiscal 2015 (₹ In Lac)*	% increase in Remuneration in the financial year 2015-16	Ratio of remuneration to MRE and WTD#
Mr. Dinesh Singh	Chief Financial Officer	22.79	NA	9.20
Mr. Jinesh Vora	Company Secretary and Compliance Officer	5.3	9.5	2.02

* Remuneration considered of Gross Annualized Salary.
Median is based on Gross Annualized Salary.

- The median remuneration of employees of the Company during the financial year 2015-16 is Rs. 2,60,988 as compared to Rs. 2,20,800 in year 2014-15.
- In the financial year 2015-16, there was an Increase of 18.20% in the median remuneration of employees.
- As on March 31, 2016, there were 389 permanent employees who were on the Pay-roll of the Company.
- It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.



■ Annexures to the Board's Report

(Information as per Rule 5(2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

1. The Names of Top Ten^{\$} Employees in terms of Remuneration drawn.

Sr. No.	Names of Employees	Designation	Educational qualification	Nature of Employment whether contractual or otherwise	Age	Experience (in years)	Date of Joining	Gross Remuneration Paid (Amount in	Previous Employment	% of equity shares held *	Whether the employee is relative of any director
1)	Pratap Dhumale	Associate Director	B.E	ON ROLL	43	21	19-Dec-11	37.84	Larsen & Turbo Limited	-	No
2)	Chandrasekhar Sayankar	Vice president	ME	ON ROLL	38	15	01-Aug-12	25.50	Autodesk Inc.	-	No
3)	Nikhil Dakshindas	Vice president	BE, MBA	ON ROLL	44	17	01-Oct-98	25.23	NA [#]	0.02	No
4)	Prakash Yadav	Vice president	Diploma	ON ROLL	35	15	17-Dec-12	24.21	Quosphere Infosolutions	-	No
5)	Rahul Joharapurkar	Vice president	B.E	ON ROLL	45	24	01-Feb-04	22.70	Honeywell Middle East	0.02	No
6)	Ravindra Verma	General Manager	B.E	ON ROLL	36	12	01-Oct-13	18.28	Trimble Mobility Services India Pvt Ltd	-	No
7)	Ganesh Kale	Vice president	B.E	ON ROLL	45	20	01-Feb-04	17.94	Spa Software Private Ltd	0.02	No
8)	B.N.RAO	Associate Vice President	B. Tech	ON PAY-ROLL	44	18	03-Mar-14	17.42	Geokno India Pvt Ltd	-	No
9)	Adarsh Raut	General Manager	B.E	ON PAY-ROLL	41	17	01-Dec-99	16.54	NA [#]	0.02	No
10)	Manish Ingle	General Manager	BE, MBA	ON ROLL	41	16	01-May-07	15.41	NA [#]	0.02	No

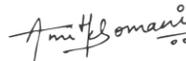
^{\$} Top Ten Employees considered excluding Directors and CFO, as provided earlier.

[#] Joined as fresher in the Company.

*As per Rule 5(2)(iii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

For and on behalf of the Board of Directors


Mr. Sagar Meghe
 (Chairman)


CA Amit Somani
 (Managing Director)

Place: Nagpur
 Date: 03rd September, 2016

■ Annexures to the Board's Report

Annexure - 4

Nomination and Remuneration Policy:

ADCC recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel, Senior Management team and other employees etc.

Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company.

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and applicable regulation of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS

"Act" means Companies Act, 2013 and rules framed there under as amended from time to time.

"Board of Directors" or Board, in relation to the company, means the collective body of the Directors of the Company.

"Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

"Company" means **"ADCC Infocad Limited"**.

"Managerial Personnel" means Managerial Personnel or Persons, applicable under section 196 and other applicable provisions of the Companies Act, 2013.

"Policy" or **"This policy"** means Nomination and Remuneration Policy.

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.

"Key Managerial Personnel" (KMP) means

- The Chief Executive Officer or the Managing Director or the Manager and in their absence the Whole-time Director;
- The Company Secretary and
- The Chief Financial Officer

Such other officer as may be prescribed.

PURPOSE

Pursuant to Section 178 of the Companies Act, 2013 and pursuant to Schedule V of the Companies Act 2013 and applicable regulation of the listing agreement, the Board of Directors of every listed company shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate performance, remuneration of Directors, Key Managerial Personnel etc.

CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted the "Nomination and Remuneration Committee" of the Board on 26th July, 2014. This is in line with the requirements under the Companies Act, 2013 ("Act").



■ Annexures to the Board's Report

APPLICABILITY

This policy is applicable to all Directors, Key Managerial Personnel (KMP), and Senior Management team and such other officer as may be prescribed by Board of Directors of ADCC Infocad Limited ("Company").

OBJECTIVES

This policy is framed with the following objectives:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- d) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- e) Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- f) Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- g) Decide the amount of Commission payable to the Whole time Directors, if any.
- h) Review and suggest revision of the total remuneration package of the Key Managerial Personnel and Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- i) To formulate and administer the Employee Stock Option Scheme.
- j) To promote and develop a high performance workforce in line with the Company strategy.

POLICY

A. CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:

This Policy envisages the role and responsibility of the Executive Directors, Constitution of the Nomination and Remuneration Committee, terms of appointment of Managerial Personnel, Directors, KMPs, remuneration of the Managerial Personnel, KMPs, Stock Options to Managerial Personnel, KMPs, Senior Management, and other employees, evaluation of Managerial Personnel, KMPs, etc.

The Nomination and Remuneration Committee will consist of three or more non-executive directors, out of which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee.

The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements including the Listing Agreement.

The meeting of Committee shall be held at such regular intervals as may be required to carry out the objectives set out in the Policy.

The Company Secretary shall act as Secretary to the Committee.

B. ROLE AND POWERS OF THE COMMITTEE:

The Role and Powers of the Committee shall be as under:

- a) Determine our Company's policy on specific remuneration package for the Managing Director/Executive Director including pension rights.
- b) Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.

■ Annexures to the Board's Report

- c) Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- d) Decide the amount of Commission payable to the Whole time Directors, if any.
- e) Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- f) To formulate and administer the Employee Stock Option Scheme.
- g) And such other effort as may be decided by Board of Directors

The Chairperson of the Nomination and Remuneration Committee or, in his absence, any other member of the Committee authorized by him, shall be present at the General meetings of the Company, to answer the shareholders queries, if any.

The Nomination and Remuneration Committee shall set up a mechanism to carry out its functions and is further authorized to delegate any/all of its powers to any of the Directors and /or Officers of the Company, as deemed necessary for proper and expeditious execution.

C. APPOINTMENT OF MANAGERIAL PERSONNEL, DIRECTOR, KMP:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Managerial Personnel, Director or KMP and recommend to the Board his /her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient /satisfactory for the concerned position.
- c) Appointment of Independent Directors is also subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules there under and the Listing Agreement.

D. RETIREMENT:

Any Director other than the Independent Director, KMP shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

E. REMUNERATION OF MANAGERIAL PERSONNEL, KMP:

- a) The Remuneration / Compensation / Profit linked Incentive etc. to Managerial Personnel, KMP will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
- c) Managerial Personnel, KMP shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- d) If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

■ Annexures to the Board's Report

- e) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- f) Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.
- g) Increments if declared will be effective from 1st April of each financial year in respect of Managerial Personnel, KMP, Senior Management subject to other necessary approvals from statutory authorities as may be required.
- h) Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.
- i) Only such employees of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee will be granted ESOPs.

F. REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTORS:

- a) Remuneration / Profit Linked Commission:
The remuneration / profit linked commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
- b) Sitting Fees:
The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- c) Stock Options:
Pursuant to the provisions of the Companies Act 2013, and pursuant to the policy if any framed for Employee Stock Options (ESOPs) Scheme, Managerial Personnel, KMP, Senior Management and an employee shall be entitled to any Employee Stock Options (ESOPs) of the Company.

G. MONITORING, EVALUATION AND REMOVAL:

- a) Evaluation:
The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP on yearly basis.
- b) Removal:
The Committee may recommend, to the Board with reasons recorded in writing, removal of a Managerial Personnel, Director, KMP subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.
- c) Minutes of Committee Meeting:
Proceedings of all meetings must be recorded in minutes and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

■ Annexures to the Board's Report

H. AMENDMENT TO THE POLICY:

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

I. DISCLOSURE:

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

J. IMPLEMENTATION:

- a) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- b) The Committee may Delegate any of its powers to one or more of its members.



Annexure 5 – Secretarial audit report for the financial year ended March 31, 2016

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014) Form No. MR-3

To,
The Members,
ADCC INFOCAD LIMITED
CIN: L72300MH1998PLC114790
10/5, I.T. Park,
NAGPUR -440022

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ADCC INFOCAD LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31/03/2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by ADCC INFOCAD LIMITED ("the Company") for the financial year ended on 31/03/2016 according to the provisions of:

1. The Companies Act 1956 and the Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during Audit period)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during Audit period) and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during Audit period)

6. The other laws applicable to this company are as under –
 - a) Payment of Wages Act, 1936
 - b) Minimum Wages Act, 1948
 - c) Employees Provident Fund and Misc. Provisions Act, 1952
 - d) Employees State Insurance Act, 1948
 - e) Payment of Bonus Act, 1965
 - f) Electricity Act, 2003
 - g) Indian Stamp Act, 1999
 - h) Income Tax Act , 1961 and Indirect Tax Law
 - i) Negotiable Instrument Act, 1881
 - j) Maternity Benefits Act, 1961
 - k) Payment of Gratuity Act, 1972
 - l) The Apprentices Act, 1961
 - m) Service Tax Rules
 - n) VAT Act
 - o) Maharashtra Municipal Corporation Act, 1949
 - p) The Information Technology Act , 2000
 - q) The Indian Copyright Act, 1957
 - r) The Patents Act, 1970
 - s) The Trademarks Act, 1999

I have also examined compliance with the applicable laws/regulation of the following:

- (i) Secretarial Standards issued by Ministry of Corporate Affairs and The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. In respect of change in shareholding pattern the company has filed 3 nos. Form MGT-10 dated 10/04/2015, 24/04/2015 and 22/01/2016 after due date with late filing fee.
2. The company has filed Form CHG-1 relating to creation of charge after due date with late filing fee for loan taken of Rs. 14 Lakhs dated 12/05/2015.
3. The company has filed Form AOC-4(XBRL) relating to filing of Balance Sheet after due date with late filing fee.
4. The company has filed Form MR-1 relating to Appointment of Key Managerial persons after due date with late filing fee dated 20/04/2015.
5. The company has not filed within audit period Form MGT-14 relating to borrowing of money from Bank dated 29/02/2016.

I further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except that the Company has filed Form DIR- 12 relating to Change in Designation of Directors after due date with late filing fee dated 01/04/2015.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

■ Annexures to the Board's Report

I further report that as per the explanation given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has obtained approval of the members under section 196 of the Companies Act, 2013 by way of Special Resolution for Changes in designation of Key Managerial Personnel.

I further report that during the audit period the company has obtained approval of the members (through post-al ballot) under section 27 of the Companies Act, 2013 by way of Special Resolution for vary the terms of Object of the issue as mentioned in the prospectus dated 23/09/2014 of the company.

I further report that during the audit period the company has allotted shares under ADCC Employee Stock Option Plan 2014.

I further report that during the audit period the company has not paid few challans of Service Tax, TDS, VAT, Professional Tax and EPF within the prescribed time.

Place: Nagpur
Date: 3rd September, 2016


CS SUSHIL KAWADKAR
FCS No: 5725
CP No.: 5565

This report is to be read with our letter of even date which is annexed as Annexure- "A" and forms as integral part of this report.

Annexure- "A"

To,
The Members,
ADCC INFOCAD LIMITED
CIN: L72300MH1998PLC114790
10/5, I.T. Park,
NAGPUR -440022

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provided a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Nagpur
Date: 03rd September, 2016


CS SUSHIL KAWADKAR
FCS No: 5725
CP No.: 5565

■ Annexures to the Board's Report

Comments of the Board of Directors on the observations pointed out in the Secretarial Audit Report are as follows:

- 1) In respect of change in shareholding pattern the company has filed 3 nos. Form MGT-10 dated 10/04/2015, 24/04/2015 and 22/01/2016 after due date with late filing fee.

Comments of the Board – The Company has been prompt in filing necessary forms prescribed under the Companies Act, 2013. In the abovementioned three cases the Company has inadvertently filed the forms with the Registrar of Companies (ROC) with minor delay with the additional filing fees. The Company has now ensured that all future ROC filings are being made diligently within prescribed time limit.

- 2) The company has filed Form CHG-1 relating to creation of charge after due date with late filing fee for loan taken of Rs. 14 Lakhs dated 12/05/2015.

Comments of the Board – The Company has been prompt in filing necessary forms prescribed under the Companies Act, 2013. In the abovementioned case the Company has inadvertently filed the forms with the Registrar of Companies (ROC) with minor delay with the additional filing fees. The Company has now ensured that all future ROC filings are being made diligently within prescribed time limit.

- 3) The company has filed Form AOC-4(XBRL) relating to filing of Balance Sheet after due date with late filing fee.

Comments of the Board – The Company has been prompt in filing necessary forms prescribed under the Companies Act, 2013. In the abovementioned case the Company has inadvertently filed the forms with the Registrar of Companies (ROC) with minor delay with the additional filing fees. The Company has now ensured that all future ROC filings are being made diligently within prescribed time limit.

- 4) The company has filed Form MR-1 relating to Appointment of Key Managerial persons after due date with late filing fee dated 20/04/2015.

Comments of the Board – The Company has been prompt in filing necessary forms prescribed under the Companies Act, 2013. In the abovementioned case the Company has inadvertently filed the forms with the Registrar of Companies (ROC) with minor delay with the additional filing fees. The Company has now ensured that all future ROC filings are being made diligently within prescribed time limit.

- 5) The company has not filed Form MGT-14 relating to borrowing of money from Bank dated 29/02/2016.

Comments of the Board – The Company has been prompt in filing necessary forms prescribed under the Companies Act, 2013. In the abovementioned case the Company has inadvertently filed the forms with the Registrar of Companies (ROC) with minor delay with the additional filing fees. The Company has now ensured that all future ROC filings are being made diligently within prescribed time limit.

- 6) Form DIR- 12 relating to Change in Designation of Directors after due date with late filing fee dated 01/04/2015.

Comments of the Board – The Company has been prompt in filing necessary forms prescribed under the Companies Act, 2013. In the abovementioned case the Company has inadvertently filed the forms with the Registrar of Companies (ROC) with minor delay with the additional filing fees. The Company has now ensured that all future ROC filings are being made diligently within prescribed time limit.

- 7) The company has not paid few challans of Service Tax, TDS, VAT, Professional Tax and EPF within the prescribed time.

Comments of the Board – The Company has been prompt in filing necessary forms prescribed under Service Tax, TDS, VAT, Professional Tax and EPF. In the abovementioned case the Company has inadvertently filed the forms with the respective authorities with minor delay. The Company has now ensured that all future filings are being made diligently within prescribed time limit.



■ Annexures to the Board's Report

Annexure - 6 Form No. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014)

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U72300MH1998PLC114790
2.	Registration Date	May 5, 1998
3.	Name of the Company	ADCC Infocad Limited
4.	Category/Sub-category of the Company	Company Limited By Shares (Indian Non-Government Company)
5.	Address of the Registered office& contact details	10/5, I.T. Park, Nagpur-44022
6.	Email-id and Website	info@adccinfocad.com and www.adccinfocad.com
7.	Whether listed company	Yes
8.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri(E), Mumbai - 400 072, Maharashtra, India Tel. No.: 022- 4043 0200; Fax No.: 022- 2847 5207 Website: www.bigshareonline.com ; Email: ipo@bigshareonline.com ; Investor grievance email: investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	%to total turnover of the company
1)	Architectural and engineering activities and related technical consultancy	71100	73.00
2)	Retail Sale of Non-Customized Software	47413	24.87

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the company	CIN	Holding/ Subsidiary/ Associate	% of sharesheld	Applicable Section
1)	ADCC Infocom Private Limited	U72900MH2009PTC198045	Wholly Owned Subsidiary	100%	2 (87)(ii)
2)	AI Instruments Private Limited	U72900MH2013PTC239600	Wholly Owned Subsidiary	100%	2 (87)(ii)
3)	ADCC Academy Private Limited	U80100MH2013PTC251474	Wholly Owned Subsidiary	100%	2 (87)(ii)
4)	ADCC Tech Limited	U74999MH2015PLC261926	Wholly Owned Subsidiary	100%	2 (87)(ii)
5)	ADCC International East Africa Limited	NA	Subsidiary	90%	2(87)
6)	ADCC Technology Zambia Limited	NA	Subsidiary	90%	2(87)

■ Annexures to the Board's Report

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31-March-2015)				No. of Shares held at the end of the year (As on 31-March-2016)				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter and promoter group									
(A) (1) Indian									
a) Individual/HUF	6,78,000	-	6,78,000	7.48	4,01,406	-	4,01,406	4.41	-3.07
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	33,70,000	-	33,70,000	37.20	33,70,000	-	33,70,000	37.03	-0.16
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A1)	40,48,000	-	40,48,000	44.68	37,71,406	-	37,71,406	41.44	-3.23
(A) (2) Foreign									
a) Non Resident Individuals/Foreign Individuals	-	-	-	-	3,57,594	-	3,57,594	3.93	3.93
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks /Financial Institutions	-	-	-	-	-	-	-	-	-
e) Any Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (A2)	-	-	-	-	3,57,594	-	3,57,594	3.93	3.93
Total Shareholding of Promoters (A) = (A) (1) + (A) (2)	40,48,000	-	40,48,000	44.68	41,29,000	-	41,29,000	45.38	0.70
B. Public Shareholding									
(B) (1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	-	-	-	-	-	-	-	-	-
(B) (2) Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	30,47,000	-	30,47,000	33.63	29,63,000	-	29,63,000	32.56	-1.07
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh (Considered as per previous year 1 Lakh)	19,23,000	36,000	19,59,000	21.62	3,64,975	-	3,64,975	4.01	-17.61

■ Annexures to the Board's Report

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31-March-2015)				No. of Shares held at the end of the year (As on 31-March-2016)				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(B) (2) Non-Institutions									
ii) Individual shareholders holding nominal sharecapital in excess of Rs 2 lakh	-	-	-	-	16,35,000	-	16,35,000	17.97	17.97
c) Others (specify)									
Non Resident Indians					1,500	-	1,500	0.02	0.02
Overseas Corporate Bodies									-
Foreign Nationals									-
Clearing Members	6,000		6,000	0.07	6,000	0	6,000	0.07	0.00
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	49,76,000	36,000	50,12,000	55.32	49,70,475	0	49,70,475	54.62	-0.70
Total Public Shareholding (B)=(B)(1)+ (B)(2)	49,76,000	36,000	50,12,000	55.32	49,70,475	0	49,70,475	54.62	-0.70
TOTAL (A)+(B)	90,24,000	36,000	90,60,000	100.00	90,99,475	0	90,99,475	100.00	0.00
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	90,24,000	36,000	90,60,000	100.00	90,99,475	0	90,99,475	100.00	0.00

B) Shareholding of Promoter-

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Mr. Sagar Meghe*	1,86,594	2.06	-	1,86,594	2.05	-	0.00
2	Mr. Sameer Meghe*	1,49,400	1.65	-	2,30,400	2.53	-	0.89
3	M/s. SMG Hospitals Pvt. Ltd.	12,40,000	13.69	-	12,40,000	13.63	-	0.00
4	M/s. Raghav Infradevelopers and Builders Pvt. Ltd.	21,30,000	23.51	-	21,30,000	23.41	-	0.00
	Total	37,05,994	40.91	-	37,86,994	41.62	-	0.89

* Joint Shareholding with another person shown as a Part of that shareholders holding, whose name appears first i.e. first holder

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company**	No. of shares	% of total shares of the company**
1	Mr. Sameer Meghe*				
	At the beginning of the year	1,49,400	1.64	1,49,400	1.64
	Bought during the year	81,000	0.89	2,30,400	2.53
	Sold during the year	-	-	-	-
	At the end of the year	2,30,400	2.53	2,30,400	2.53

* Joint Shareholding with another person shown as a Part of that shareholders holding, whose name appears first i.e. first holder

** Percentage of beginning and end of the year are based on Total Equity Shares as on March 31, 2016

■ Annexures to the Board's Report

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March, 2016

Sr. No.	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company*	No. of shares	% of total shares of the company*
1	AKS INFRADEVELOPERS PRIVATE LIMITED				
	At the beginning of the year	1160000	12.75	1160000	12.75
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	1160000	12.75	1160000	12.75
2	SMG INTERNATIONAL PRIVATE LIMITED				
	At the beginning of the year	1040000	11.43	1040000	11.43
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	1040000	11.43	1040000	11.43
3	AMIT KEDARNATH SOMANI				
	At the beginning of the year	270000	2.97	270000	2.97
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	270000	2.97	270000	2.97
4	TREBLE TRADING AND INVESTMENT COMPANY PVT LTD.				
	At the beginning of the year	250000	2.75	250000	2.75
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	250000	2.75	250000	2.75
5	ROHIT AGRAWAL				
	At the beginning of the year	228000	2.51	228000	2.51
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	228000	2.51	228000	2.51
6	HEM CHAND JAIN				
	At the beginning of the year	258000	2.84	258000	2.84
	Bought during the year	30000	0.33	288000	3.16
	Sold during the year	66000	0.73	222000	2.44
	At the end of the year	222000	2.44	222000	2.44
7	BADJATE STOCK & SHARES PVT LTD				
	At the beginning of the year	210000	2.31	210000	2.31
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	210000	2.31	210000	2.31
8	PRATEEK JAIN				
	At the beginning of the year	150000	1.65	150000	1.65
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	150000	1.65	150000	1.65
9	BAJAJ PROJECT CONSULTANCY PRIVATE LIMITED				
	At the beginning of the year	144000	1.58	144000	1.58
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	144000	1.58	144000	1.58
10	SWAPNIL AGRAWAL				
	At the beginning of the year	144000	1.58	144000	1.58
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	144000	1.58	144000	1.58

*Percentage of beginning and end of the year are based on Total Equity Shares as on March 31, 2016

■ Annexures to the Board's Report

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors / KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company*	No. of shares	% of total shares of the company*
1	Mr. Sagar Meghe				
	At the beginning of the year	1,86,594	2.05	1,86,594	2.05
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	1,86,594	2.05	1,86,594	2.05
2	Mr. Sameer Meghe				
	At the beginning of the year	1,49,400	1.64	1,49,400	1.64
	Bought during the year	81,000	0.89	2,30,400	2.53
	Sold during the year	-	-	-	-
	At the end of the year	2,30,400	2.53	2,30,400	2.53
3	Mr. Amit Somani				
	At the beginning of the year	2,70,000	2.97	2,70,000	2.97
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	2,70,000	2.97	2,70,000	2.97
4	Mr. Abhay Kimmatkar				
	At the beginning of the year	-	-	-	-
	Bought during the year	1,500	0.02	1,500	0.02
	Sold during the year	-	-	-	-
	At the end of the year	1,500	0.02	1,500	0.02
5	Mr. Chandrakant Tiwari				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
6	Mr. Arun Wankhede				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
7	Mr. George Jacob				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
8	Ms. Shrilekha Lanjekar				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
9	Mr. Dinesh Kumar Singh				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
10	Mr. Jinesh Vora				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-

*Percentage of beginning and end of the year are based on Total Equity Shares as on March 31, 2016

■ Annexures to the Board's Report

I. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	55,70,22,367	1,00,00,000	-	56,70,22,367
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	55,70,22,367	1,00,00,000	-	56,70,22,367
Change in Indebtedness during the financial year				
(+) Addition	13,54,42,071	47,27,26,559	-	60,81,68,630
(-) Reduction	9,32,75,314	11,80,50,000	-	21,13,25,314
Net Change	4,21,66,757	35,46,76,559	-	39,68,43,316
Indebtedness at the end of the financial year				
i) Principal Amount	59,91,89,124	36,46,76,559	-	96,38,65,683
ii) Interest due but not paid	-	42,97,092	-	42,97,092
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	59,91,89,124	36,89,73,651	-	96,81,62,775

II. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors, Executive Directors and/or Manager:

Figures in Lac, except share items

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Amit Somani	Mr. Abhay Kimmatkar	Mr. Sameer Meghe	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30.0	31.80	60.00	121.80
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission -as % of profit -others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	30.0	31.80	60.00	121.80
	Ceiling as per the Act				122.10



■ Annexures to the Board's Report

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Sagar Meghe	Mr. George Varkey Jacob	Mr. Arun Wankhede	Mr. PrafullBahe	Mr. Chandrakant Tiwari	Mrs. Shrelekha Lanjekar	
1	Independent Directors							
	Fee for attending board committee meetings	-	4,500	6,500	3,000	6,500	4,500	25,000
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	4,500	6,500	3,000	6,500	4,500	25,000
2	Other Non-Executive Directors							
	Fee for attending board committee meetings	8,000	-	-	-	-	-	8,000
	Commission	-	-	-	-	-	-	-
	Remuneration	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	8,000	-	-	-	-	-	8,000
	Total (B)=(1+2)	8,000	4,500	6,500	3,000	6,500	4,500	33,000
	Overall Ceiling as per the Act	12,20,960						

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD-

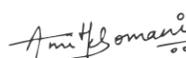
Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Amt. In Lacs
		CS	CFO	Total	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5.3	22.79	28.09	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission	-	-	-	
	-as % of profit	-	-	-	
	others, specify...	-	-	-	
5	Others, please specify	-	-	-	
	Total	5.3	22.79	28.09	

III. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, during the year.

For and on behalf of the Board of Directors
ADCC Infocad Limited


Mr. Sagar Meghe
(Chairman)


CA Amit Somani
(Managing Director)

Place: Nagpur
Date: 03rd September, 2016

■ Annexures to the Board's Report

Annexure 7 – Annual report on CSR activities

(Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014)

1) A brief outline of the Company's CSR Policy, including an overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes:

As an integral part of our commitment to good corporate citizenship, we at ADCC believe in actively assisting in improvement of the quality of life of people in communities, giving preference to local areas around our business operations. Towards achieving long-term stakeholder value creation, we shall always continue to respect the interests of and be responsive towards our key stakeholders - the communities, especially those from socially and economically backward groups, the underprivileged and marginalized.

ADCC aims at enhancing its efforts to build on its tradition of social responsibility to empower people and deepen its social engagements.

The Corporate Social Responsibility Policy can be accessed on the Company's website at the link: <http://adccinfocad.com/investors/Policies/Corporate-Social-Responsibility-Policy.pdf>

2) Composition of CSR Committee:

The Corporate Social Responsibility Committee is constituted by the Board of Directors of ADCC Infocad Limited ("ADCC") in their meeting held on 26th July, 2014 in compliance with Section 135 of the Companies Act, 2013 ("the Act") read along with Schedule VII & the applicable rules thereto.

The present composition of CSR committee is as follows:-

Mr. Sagar Meghe	Chairman
Mr. Amit Somani	Member
Mr. Chandrakant Tiwari	Member

3) Average net profit of the company for last three Financial Years: ₹ 9,24,08,082*.

* Amount of profit is calculated considering Re-stated Financial Statement of 2012-13 and 2013-14.

4) Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above): ₹ 18,48,162.

5) Details of CSR spent during the Financial Year:

a) Total amount to be spent for the Financial Year: ₹ 18,48,162

b) Amount unspent, if any: NA.

c) The manner of the amount spent during the financial year is detailed as follows:-

1	2	3	4	5	6	7	8
Sr. No.	CSR project / Activity identified	Sector in which the project is covered	Projects/ Programmes covered	Amount outlay (budget) project or programwise	Amount Spent on the projects or Programs sub-heads: 1) Direct expenditure on projects or programs 2) Overheads:	Cumulative expenditure up to the reporting period	Amount spent direct or through implementing agency
1	Initiating activities to make women's self-reliant	Promoting Gender equality and empowering Women	Local : Wardha - Maharashtra	12.00	12.00	12.00	Direct Implementation
2	Educate students about computer in a computer vehicle	Promoting Education	Local : Nagpur - Maharashtra	7.05	7.05	7.05	Direct Implementation
Grand Total						19.05	

6) In case the company has failed to spend the two per cent, of the average net profit of the last three Financial Years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report: - Not applicable, since the Company has spent more than prescribed amount.

7) A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:- We hereby affirm that the CSR policy, as approved by the Board, has been implemented and the CSR committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

For and on behalf of the Board of Directors


Mr. Sagar Meghe
(Chairman, CSR Committee)


CA Amit Somani
(Managing Director)

Place: Nagpur
Date: 03rd September, 2016

■ Annexures to the Board's Report

Annexure 8-

Details of the options granted under employee stock option schemes as on March 31, 2016:

Name of Scheme: ADCC ESOP 2014

PARTICULARS	DETAILS
Options Granted (No. of Share options)	1,82,420
Options Vested (No. of Share options)	41,340
Options Exercised from vested options (No. of Share)	39,475
Total number of equity shares arising as a result of exercise of options (No. of Share)	39,475
Option forfeited / lapsed / cancelled (No. of Share options)	19,225
Exercise Price (In Rupee)	10/-
Variation of terms of options	Nil
Money realized by exercise of options (In Rupee)	3,94,750
Total number of options in force (No. of Share options)	1,23,720
Person wise details of options granted to	
i. Directors (No. of Share)	1,500
i. Key Managerial Personnel (No. of Share options)	Nil
iii. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during that year	Nil
iv. Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil

Annexure 9 – Vigil Mechanism /Whistleblower Policy

ADCC Infocad Limited believes in promoting a fair, transparent, ethical and professional work environment. While the ADCC code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code.

The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the Company's Business Conduct Manual and Values are dealt with in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and the Companies Rules, 2014. The mechanism is also intended to cover the Whistleblower Mechanism aspect of the SEBI's Listing Agreement.

A. Definitions of some of the key terms used in this mechanism are given below:

- Protected disclosure: Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
- Whistleblower: An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Supplier, Dealer and Consultant, including Auditors and Advocates of ADCC.
- Audit Committee: An audit committee is an operating committee formed by the Board of Directors in accordance with Section 177 of the Companies Act 2013 and charged with oversight of financial reporting and disclosure.
- Board of Directors: A body of elected or appointed members who jointly oversee the activities of the company.
- Code of Conduct: A set of rule outlining the responsibilities of or proper practices for an individual, party or organization. In this case, it refers to ADCC's Code of Conduct for Employees and ADCC's Code of Conduct for Senior Management and Directors.
- Ethics Committee: Selected employees or Directors of the company who are authorized to receive whistleblower complaints internally or through a third party helpline.
- Investigators: Selected employees or third parties charged with conducting investigations to ascertain the credibility of such whistleblower complaints.
- Subject: means a person against whom, or in relation to whom a Protected Disclosure is made.

■ Annexures to the Board's Report

B. Guiding principles of the vigil mechanism:

To ensure effective implementation of vigil mechanism, the company shall:

- Ensure protection of the whistleblower against victimization for the disclosures made by him/her.
- Ensure complete confidentiality of the whistleblower identity and the information provided by him/her.
- Ensure that the protected disclosure is acted upon within specified timeframes and no evidence is concealed or destroyed.
- Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
- Ensure whistleblower would not get involved in conducting any investigative activities other than as instructed or requested by Ethics Committee or Chairman of the Audit Committee.
- Ensure the subject or other involved persons in relation with the protected disclosure be given an opportunity to be heard.
- Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.

C. Protection for whistleblower:

- A whistleblower would be given the option to keep his/ her identity anonymous while reporting an incident on Ethics Helpline. The company will make no attempt to discover the identity of an anonymous whistleblower. If the whistleblower's identity becomes known during the course of the investigation, ADCC will ensure that the identity of the whistleblower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.
- A whistleblower reporting issues related to sexual harassment, child labor, discrimination, violation of human rights would necessarily need to disclose their identity to enable effective investigation.
- Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistleblower.
- The Audit Committee and the Ethics Committee would safeguard the whistleblower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
- Protection under this mechanism would not mean protection from disciplinary action arising out of false allegations made by a whistleblower.
- A whistleblower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.
- If a complainant believes that she or he has been treated adversely as a consequence of their use of the vigil mechanism can approach the Managing Director of ADCC Infocad Limited in confidence. The contact information of Managing Director of ADCC Infocad Limited is provided on Appendix A to this document.

D. Coverage of the vigil mechanism:

All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are associated with ADCC can raise concerns regarding malpractices and events which may negatively impact the company.

- Inaccuracy in maintaining the Company's books of account and financial records
- Financial misappropriation and fraud
- Procurement fraud
- Conflict of interest
- False expense reimbursements
- Misuse of company assets & resources
- Inappropriate sharing of company sensitive information
- Corruption & bribery
- Ethical practices
- Insider trading
- Unfair trade practices & anti-competitive behavior
- Non-adherence to safety guidelines
- Sexual harassment
- Child labor
- Discrimination in any form
- Violation of human rights
- Retaliation

All matters not covered under this mechanism can be reported directly to your one over manager or your Human Resources contact.

E. Reporting mechanism:

The whistleblowers are expected to speak up and bring forward the concerns or complaints about issues listed under Section D "Coverage of the vigil mechanism". The Ethics Helpline is established for this purpose and the reporting channels which can be made available to the whistleblower are covered in Appendix A. The reporting channels are managed by an independent third party. Complainants will be provided a reference number for their complaint that can be used to provide any additional information or seek feedback or updates on actions taken by the company.

The Ethics Helpline will prepare the report based on the information provided by the whistleblower and will share the incident report with the Ethics Committee in next 2 business days. In case any member of the Ethics Committee is the subject of the complaint or have perceived conflict of interest, the incident report would be sent to the remaining members of the Ethics Committee.

■ Annexures to the Board's Report

Any member of the Ethics Committee, or any Board Committee formed to investigate any complaint who may have a perceived conflict will recuse themselves from further discussions or meetings on the subject. Complainants may also directly report concerns to any of the Ethics Committee members as stated under this policy.

Directors may report their concerns or complaints to Audit Committee directly. In addition, under exceptional circumstances where a complainant wants to complain directly to the Managing Director or Chairman of the Audit Committee, he or she may do so at the email address provided on Appendix A to this document. For any complaints made to the Managing Director or Chairman of Audit Committee directly, it is mandatory for the complainant to disclose their identity and provide their contact information. The Managing Director or Chairman of the Audit Committee may choose to discuss the matter with the complainant prior to initiating any review or investigation.

F. Ethics committee:

- ADCC has established an Ethics committee for managing the vigil mechanism. The current composition of the Ethics Committee is provided in Appendix B to this document.
- Ethics committee would be responsible to act on the incident reports received from the Ethics Helpline in unbiased manner.
- Ethics committee shall take necessary actions to maintain confidentiality within the organization on issues reported.
- Ethics committee will identify the resources who would conduct the investigation, based on the nature of the issue reported.
- Ethics committee would be responsible for recommending disciplinary or corrective action to the relevant board committee against the subject if investigation proves to be in favor of the allegations raised by the whistleblower.

G. Investigation:

- The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
- The investigation team should not consist of any member with possible involvement in the said allegation.
- During the course of the investigation:
 - Ethics Committee will be given authority to take decisions related to the investigation.
 - Any required information related to the scope of the allegation would be made available to the investigators.
 - The findings of the investigation should be submitted to the Ethics committee by the investigator with all the supporting documents.

H. Role of investigator:

- A structured approach should be followed to ascertain the creditability of the charge.
- Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- Provide timely update to the Ethics Committee on the progress of the investigation.
- Ensure investigation is carried out in independent and unbiased manner.
- Document the entire approach of the investigation.
- Investigation Report including the approach of investigation should be submitted to the Ethics Committee with all the documents in support of the observations.

I. Maintaining secrecy and confidentiality:

ADCC expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

- Maintain complete confidentiality and secrecy of the matter.
- The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
- The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- Ensure confidentiality of documents reviewed during the investigation should be maintained.
- Ensure secrecy of the whistleblower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

J. Disqualifications:

- Issues other than those listed under Section D "Coverage of the vigil mechanism".
- The complainant is not able to provide specific information that covers at least some of the following points:
 - Location of incident
 - Timing of incident
 - Personnel involved
 - Specific evidence
 - Frequency of issues
- In case the complainant is unable to provide adequate information, the Ethics Committee reserves the right to not investigate the reported matter.

K. Management decision:

- Board of Directors will take disciplinary or corrective action against the Subject as per the Company's disciplinary procedures and can also take legal action, if required.
- The decision of Board of Directors should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.
- In case of frivolous or false complaints, action may be taken against the complainant.

■ Annexures to the Board's Report

L. Right to amendment:

The Company holds the right to amend or modify the policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law. The updated Vigil mechanism would be shared with the employees, suppliers and vendors thereafter.

Appendix A: Reporting channels

Sr. No.	Reporting Channel	Contact Information	Availability
1	Phone (Toll Free number)	1800 200 1208	10 a.m. to 6.30 p.m.
2	Email	complianceandethics@adccinfocad.com	24 hours a day
3	Fax	91 712 2249605	24 hours a day
4	Web	www.adccinfocad.com	24 hours a day

Annexure 10 –

Conservation of energy, research and development, Technology absorption, foreign exchange earnings and outgo

(Particulars pursuant to the Companies (Accounts) Rules, 2014)

Conservation of Energy

We have procured various energy saving devices and systems, which help in conserving energy. ADCC provides Information Technology enabled services and hence requires minimal energy consumption and does not use motive power. However, every effort is made to ensure that energy efficient equipment is used to avoid waste and conserve energy, as far as possible.

Active measures taken by us towards energy conservation and carbon footprint reduction include using technology to monitor and control electricity consumption of air conditioning and other related equipment, use of energy efficient light bulbs, using technology for switching off computer monitors etc.

We undertake regular reviews of energy requirements and consumption patterns, with action plans for effective utilization of power, during peak and non-peak seasons. We also undertake continuous education and awareness programs among all employees on energy conservation measures that can be adopted at individual levels, to help conserve power and energy.

We continue to strengthen our energy conservation efforts. We have reduced excessive illumination levels to standard levels LED lighting in its entire premises and uses four / five star air conditioners. We have continued to maximize the use of energy efficient flat monitors, energy efficient air-conditioning systems. We have made efforts to ensure that there is no cool air leakage from its premises and have adopted measures to ensure optimum usage of air conditioners throughout its premises. A building automation system has been implemented to control working of air conditioners and to make them more power efficient.

Technology Absorption

As your Company has not entered into technical collaboration with any entity, there are no particulars relating to technology absorption.

Research and Development

The Company is on the way of forming a committee for conducting Research and Development activities in various fields which are relevant for the Companies growth and to enable it to compete with market dynamics.

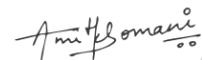
Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings : ₹ 14,23,276/-

Foreign Exchange Outgo : ₹ 22,64,411/-

For and on behalf of the Board of Directors


Mr. Sagar Meghe
(Chairman)


CA Amit Somani
(Managing Director)

Place: Nagpur
Date: 03rd September, 2016

Management's Discussion and Analysis

Industry Overview and Developments

The Geospatial Industry is large and growing, and serves a number of customer sectors. The Global Geospatial Industry size is expected to grow at \$ 180 Bn by 2018 whereas Indian GIS industry will touch \$10 billion by 2019. India is the seventh-largest country by area, the second-most populous country with over 1.2 billion people, and the world's most populous democracy. India needs to spend \$2.2 trillion by 2030 on urban transportation, housing, and office space to boost infrastructure according to the World Economic Forum. From 2012 through 2017, India is likely to spend 41 trillion rupees (\$668 billion) on infrastructure, with almost half provided by the private sector.

Thus, Geospatial technology, information and services are addressing some of the major priorities of the nation, adding value to the productivity, reducing costs and enabling GDP growth in the process. Geospatial technology is aggressively helping in various sectors in India. The key to its usage lies in data acquisition and visualisation.

Already many government departments in India use a variety of Geospatial technologies in India like GIS, Remote Sensing, LiDAR, Surveying & Mapping etc. Government of India is also taking unprecedented interest and measures in connecting space and location technologies with development and governance.

Thus one can see that the use geospatial map data and applications in spread across a wide variety of areas, including legislative and policy development, the allocation and management of natural resources, defence and public safety purposes, spatial planning and many others are supporting informed decision making throughout the sectors of importance to the economy.

Governments at all levels need data in order to govern. They use geospatial data in a wide variety of areas, including legislative and policy development, the allocation and management of natural resources, defence and public safety purposes, spatial planning and many others. Geospatial technologies and services play a critical role in the utilizing this information to work smarter, manage logistics and support informed decisions throughout the economy. About 80 % of government information has a geospatial component.

Some of the Developing trends in Geo-information industry in India can be:

- **Cloud computing** is changing the commercial operation of geo-information industries. At present, some international companies, such as Google, and domestic companies are implementing geo-information cloud service plans. In the near future, geo-information application patterns will greatly change with the emergence of new products related to cloud computing.
- **Global Navigation Satellite System (GNSS)** has rapidly progressed over the years. India is launching its own indigenous regional satellite navigation system, called the Indian Regional Navigation Satellite System (IRNSS). It will consist of seven satellites working in tandem to provide highly accurate coverage over the Indian subcontinent. The last two primary satellites, IRNSS-1F and IRNSS-1G, are expected to go into orbit in February and March of this year, after which India's very own satnav system will be available for civilian use.
- **Satellites and UAV** usage for very high image capturing will dominate in coming years. With operationalization of WorldView – 3 and WorldView – 4 satellite imaging capabilities have reached to 25 – 30 cm ground resolution whereas UAV image data acquisition ability is between 1- 15 cm. In coming years satellite and UAV mapping will be an existential threat to aerial mapping market. UAV, satellite and LiDAR will squeeze the aerial mapping market and dominate due to their cost, time and volume advantage.
- **3D and even 4D** geospatial information, incorporating time as the fourth dimension, will increase. Integration of 3D GIS with Augmented Reality in foreseeable future is certain, this will provide an individual prospective and transfer 3D visual analytics towards a personal level.

OPPORTUNITIES AND THREATS

OPPORTUNITIES

India is planning to spend \$600 billion plus on infrastructure with almost half of it being provided by the private sector, GIS is expected to see considerable growth in future. According to ARC Advisory Group Survey the adoption rate of GIS is encouraging, with close to 35 percent of respondents currently using GIS and another sizable percent planning to use in near future. Government continues to be the largest consumer of GIS; it relies on GIS for a multitude of applications, e-governance initiatives and will continue to do so. 50 percent of direct users of GIS are engineers, who predominantly use it for utility asset management, network planning, and design etc. GIS systems are getting bigger; the volume of geospatial data that's coming from many new technology sources- satellite and airborne digital cameras, Light Detection and Ranging (LIDAR), GPS, and other digital surveying devices – is growing exponentially. Key areas that will witness higher usage of GIS include industrial estate planning, urban planning, property enumeration and mapping, underground utility design and mapping (electricity, gas, water, communications), and corridor surveys/terrain modelling for oil & gas pipelines, roads and waterways. Integration of GIS with other business systems such as production/operations, data warehouse, and marketing is on the rise. Crucial GIS data inputs would definitely assist in better planning of smart cities. Right timing for building information management (BIM) and GIS to be integrated. BIM and GIS worlds are operating in seemingly separate spheres, but each adds value to the other if they could exchange data effectively, because spatial awareness is of absolute importance whether you are outside or inside a facility. GIS to the cloud is likely to prove more cost effective, flexible, and productive for organizations wishing to rapidly deliver new capabilities. In the nutshell of the above factors ADCC in coming years have great opportunities to cater to these market and improve its economies of scale at even more higher level.

GLOBAL OPPORTUNITY:

Apart from India, there is an opportunity of servicing global clients (end customers and GIS service providers) through an offshoring model leveraging both cost arbitrage and GIS skill availability. India's ES and OPD offshoring market size in FY 15 was c. INR 1100 to 1300 Bn, ~22-25% of the Global ES and OPD offshoring market and is expected to grow faster owing to India's low cost of engineering talent.

For ADCC, the relevant opportunities in this space include GIS, BIM, CAE and GIS Analytics shown below:

	SERVICES OFFSHORING OPPORTUNITY			
	GIS	BIM	CAE	GIS ANALYTICS
Services Offshoring Market Opportunity for India (INR Cr, FY 22)	3,900 - 4,000	750 - 850	13,000 - 16,000	1000 - 1200
Share of Global Offshoring Market	25-30%	28 - 32%	25 - 30%	40 - 45%

More than 75% of the offshoring opportunity is expected to arise from North America, UK and European Union regions. ADCC is working on developing a strategy to address the opportunity in these regions and there by enhance global presence, increase forex revenues and improve profitability.



THREATS

GIS data and services spend in India market is still largely driven by government sector spends. While the central government drives policy programs which include a GIS element in them and allocates partial funding, the state governments would be the key drivers of the program implementation. There can be threats around lack of fund availability at states, lack of requisite pace in decision making and political instability etc. which could potentially delay roll-out of programs and affect our business development potential as well as billing recovery. To mitigate these risks, we have been investing in developing on-ground intelligence through a qualified Business Development team and are doing in-house data driven analysis to carefully choose most prospective states from implementation perspective in the medium term.

Investment in developing global markets such as Africa and Latin America for direct business and in developed markets for offshoring business would help de-risk and diversify from India market while improving the scale of our business.

Outlook

Outlook for GIS services in India seems fairly robust over the medium term. Owing to lower penetration levels and faster adoption rates for GIS in India currently vis-à-vis developed markets, Indian GIS market is growing at 30-40% higher pace (at 15% CAGR) than global average. Driven by governmental policy support, following sectors are expected to see significant traction from GIS perspective

- Infrastructure (Metros, Roads, Highways & Railways): National Highways Development program, Pradhan Mantri Gram Sadak Yojana, Atal Mission for Rejuvenation and Urban Transformation (AMRUT), City level metro programs etc.
- Water supply, irrigation and sanitation: driven by AMRUT, National Mission for clean Ganga -“Namami Gange” project and National Rural Drinking Water Programme (NRDWP) and Swachh Bharat Abhiyan
- Electricity transmission and distribution driven by Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY), Integrated Power Development Scheme (IPDS)
- E-governance & Digital India programs and specific programs such as Digital India Land Records Modernization Programme, Heritage City Development and Augmentation Yojana
- Smart Cities program
- Agriculture sector efficiency improvement drive driven by Soil Health Card Scheme, Rashtriya Krishi Vikas Yojana (RKVY), Prime Minister Krishi Sinchayee Yojana (PMKSY) etc.

Risk & Concerns

Except as otherwise stated and the Risk Factors mentioned here, the following important factors could cause actual results to differ materially from the expectations include, among others:

- a. Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
- b. Conflicts of interest with affiliated companies, the Group Entities and other related parties;
- c. Termination of customer contracts without cause and with little or no notice or penalty;
- d. Failure of our infrastructure and equipment
- e. Failure to obtain and retain approvals and licenses or changes in applicable regulations
- f. Risk in realization of Contingent Liabilities
- g. Change in general economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- h. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices
- i. Any adverse outcome in the legal proceedings in which we are involved.
- j. Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- k. Market fluctuations and industry dynamics beyond our control;
- l. Changes in foreign exchange rates or other rates or prices.

Internal Control Systems & their Adequacy

At ADCC we have designed and implemented adequate and strict systems for internal controls so as to ensure safeguarding of all assets against loss from unauthorized use and or disposition. We conduct periodic reviews and audits of various departments planned annually through an independent internal auditor, and minutes of these meetings along with action taken reports are maintained with specific department coordinators.

We have implemented the following best practices, which describe the following measures for internal control:

- a. Under this policy, company's Managing Director shall review the company performance on half yearly and annual basis
- b. The performance review shall contain domain wise performance and year-on-year growth in order to get an insight on the areas to be focused and concentrated.
- c. The strategic review shall also include competitor scenario. Based on the competitor analysis, business strategy, further domains/verticals, geographical locations etc., shall be finalized.
- d. To understand the business, market and industry trends, advisors, existing advisory board and consultancy services shall be hired.
- e. Transactional reviews shall be taken on fortnightly basis with all the domain heads and Project Leaders to evaluate regular progress both in Business developments and project execution fronts.
- f. SWOT analysis (analysis of your Strengths, Weaknesses, Opportunities and Threats) shall be the integral part of Strategic Plan to help the company to determine the best opportunities to pursue to achieve the growth goals. This analysis shall also help in identifying which strengths company must develop in the near future to improve the company.
- g. Based on the annual performance, growth and discussion with domain heads, the target for the next year shall be fixed. According to the targets fixed, existing man, machine and money shall be evaluated and arranged accordingly.
- h. Based the discussion with domain heads the agreed targets are further discussed with Company's Chairman and finalized accordingly and communicated to the concerned domain heads.
- i. Achievement reward scheme in terms of incentive policy shall be planned to achieve the desired targets.
- j. To expand our reach to potential customers, ADCC shall showcase its capabilities on website, social media marketing, publishing brochures, organizing and participation and events.



Management's Discussion and Analysis

Financial position and results of operations & segment wise performance:

I) FINANCIAL POSITION AND RESULTS OF OPERATIONS:

ADCC Infocad Limited was listed on SME platform of BSE Limited on October 22, 2014.

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) to comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. With effect from April 1, 2014, the financial statements are prepared as per Schedule III as notified by the Ministry of Corporate Affairs (MCA).

Particulars	Financial Year 2015-16	Financial Year 2014-15	Growth
Revenue (Standalone)	1,25,86,35,082	98,44,85,473	27.85%
Revenue (Consolidated)	1,340,690,901	1,08,67,34,364	23.36%
Profit before interest, tax, depreciation (EBITD)-Standalone	26,14,58,561	19,58,38,333	33.51%
Profit before interest, tax, depreciation (EBITD)-Consolidated	23,87,84,999	20,09,10,519	18.85%
Profit Before Tax (Standalone)	12,20,95,992	9,74,63,982	25.27%
Profit Before Tax (Consolidated)	9,31,20,309	10,13,47,237	-8.12%
Profit after tax (PAT)(Standalone)	7,42,34,112	6,56,30,176	13.11%
Profit after tax (PAT)(Consolidated)	4,52,33,527	6,93,47,200	-34.77
Earnings Per Share (EPS) (Standalone)	8.19	7.24	13.12 %

II) SEGMENT WISE PERFORMANCE:

The Company has organised its business into two business segments: Enterprise Geospatial & Engineering Solution and Products (EES); and Power Generation. ADCC continues to deliver strong performance in terms of Execution and turnover. Although the business development was not as envisaged but still execution growth and the preference given to execution is well appreciated. For the year ended 31st March, 2016 the Enterprise Geospatial & Engineering Solution and Products (EES) and Power Generation segment respectively, accounted for 97.86% and 2.14% of the Company's consolidated revenues, as compared to 98.15% and 1.85% for the year ended 31st March, 2015. The consolidated revenues amounted to ₹ 1,25,04,97,152 and ₹ 97,67,91,918, respectively for the year ended 31st March, 2016 and 31st March, 2015 respectively. This represented a growth of 28.02% for the year ended 31st March, 2016, as compared to the year ended 31st March, 2015.

Your Company has done some immense worthy job of bench-marking technologies, solutions and delivering Projects. New domains like BIM, SMART which we have created recently have been able to show its worth and prospects of what it would fetch us in near future. We made Innovation as an integral part of our forthcoming operations by focussing on some optimistic strategic agendas in view for longer perspective.

The table below gives the consolidated revenue analysis by business segment for the periods indicated:

SR No	Segment Wise Revenue	Financial Year Ended March 31, 2016	Financial Year Ended March 31, 2015
1	REVENUE		
a)	Enterprise Geospatial & Engineering Solution and Products (EES)	1,22,37,03,062	95,86,98,700
b)	Power Generation	2,67,94,090	1,80,93,218
	TOTAL	1,25,04,97,152	97,67,91,918
a)	Segment Result	11,39,58,062	8,97,70,427
b)	Other Income	81,37,930	76,93,555
c)	Total Segment Result	12,20,95,992	9,74,63,982
2	PROFIT BEFORE TAX	12,20,95,992	9,74,63,982

Management's Discussion and Analysis

For the year ended 31st March, 2016 and 31st March, 2015, consolidated revenues from Enterprise Geospatial and Engineering Solutions (EES) amounted to 122,37,03,062 and 95,86,98,700 respectively. This represented a growth of 27.64% for year ended 31st March, 2016, as compared to the year ended 31st March, 2015. The consolidated revenues from Power Generation amounted to 2,67,94,090 and 1,80,93,218 respectively for these two periods. This again represented a growth of 48.10% for the year ended 31st March, 2016, as compared to the year ended 31st March, 2015.

Share Capital

The authorised share capital of the Company as at March 31, 2016 was ₹ 10,00,00,000 divided into 1,00,00,000 equity shares of ₹ 10/- each. There was no change in the Authorised Share Capital during the year. The paid up share capital as at March 31, 2016 was ₹ 9,09,94,750/- divided into 90,99,475 equity shares of ₹ 10/- each (previous year's ₹ 9,06,00,000/- divided into 90,60,000 equity shares of ₹ 10/- each).

The Board at the Board Meeting held on March 11, 2016 had approved the allotment of 39,475 equity shares of ₹ 10/-each. The Allotment of shares resulted increase in paid up share capital of the Company from ₹ 9,06,00,000/- to ₹ 9,09,94,750/-

Reserves and Surplus

On Standalone Basis, Reserves and Surplus as at March 31, 2016 stood at ₹ 34,45,50,584 as against 27,95,40,540 as at March 31, 2015 showing a growth of 23.26%.

On Consolidated Basis, Reserves and Surplus as at March 31, 2016 stood at ₹ 31,61,06,933 as against 27,63,05,472 as at March 31, 2015 showing a growth of 14.40%.

The details of Reserves and Surplus are as below:

Particulars	As at March 31, 2016		As at March 31, 2015	
	Consolidated	Standalone	Consolidated	Standalone
Security Premium Reserve	7,20,00,000	7,20,00,000	7,20,00,000	7,20,00,000
General Reserve	19,29,864	19,29,864	34,12,000	19,29,864
Foreign Exchange Translation Reserve	4,87,581	-	(5,22,413)	-
Surplus in the statement of Profit and Loss	23,87,73,978	26,77,05,211	20,14,15,885	20,44,23,045
Employees Stock Option Outstanding	29,15,510	29,15,510	11,87,631	11,87,631
Total	31,61,06,933	34,45,50,585	27,74,93,103	27,95,40,540

Stock Options Outstanding

The amount of stock options outstanding relates to differences between fair value and grant price of shares arising out of employee stock options. These differences are amortized over the vesting period of options following the graded vesting method prescribed by the Guidance Note No. 18 issued by the Institute of Chartered Accountants of India on Accounting of Employee share based payments. The amount of stock options outstanding as at March 31, 2016 was ₹ 29,15,510/- outstanding as on that date.

Long-Term Borrowings

On Standalone basis, long-term Borrowing stood at ₹ 11,22,14,342/- as at March 31, 2016 as against ₹ 13,08,56,493/- at March 31, 2015. On Consolidated basis, long-term Borrowing stood at ₹ 13,25,76,111/- as at March 31, 2016 as against ₹ 13,08,56,493/- at March 31, 2015.



■ Management's Discussion and Analysis

Other Long-Term Liabilities

The long-term liabilities comprise liabilities, which are not payable within twelve months from the date of the Balance Sheet. The total long-term liability recorded on standalone basis as at March 31, 2016 was ₹ 4,10,000/- and on Consolidated basis it was Nil.

Trade Payables

On Standalone Basis, Total trade payables increased from ₹ 12,93,76,430/- as at March 31, 2015 to ₹ 19,60,46,992/- as at March 31, 2016.

On Consolidated Basis, Total trade payables increased from ₹ 104,84,10,262/- as at March 31, 2015 to ₹ 21,02,58,348/- as at March 31, 2016.

Other Current Liabilities

On Standalone basis, other current liabilities decreased from ₹ 8,57,72,646/- as at March 31, 2015 to ₹ 5,15,06,968/- as at March 31, 2016.

On Consolidated basis, other current liabilities decreased from ₹ 8,17,62,997/- as at March 31, 2015 to ₹ 5,92,64,316/- as at March 31, 2016.

Short-Term Provisions

The short-term provisions denote the employee liabilities and other provisions due for payment within a period of twelve months from the date of the Balance Sheet. On Standalone basis, short-term provisions were ₹ 10,33,68,985/- as at March 31, 2016 as against ₹ 6,32,53,904/- as at March 31, 2015. On Consolidated basis, short-term provisions were ₹ 10,62,26,935/- as at March 31, 2016 as against ₹ 11,67,59,421/- as at March 31, 2015.

Non-Current Investments

The total non-current investments as on March 31, 2016 stood at ₹ 1,03,08,639 as against ₹ 1,00,54,665/- in the previous year on standalone basis and ₹ 9,60,918/- as against ₹ 13,08,950/- on Consolidated basis.

Long-Term Loans and Advances

The Long-Term Loans And Advances recoverable in cash or kind, which are not due within twelve months from the Balance Sheet date, are shown as long-term loans and advances. These amounted to ₹ 3,03,08,592/- as at March 31, 2016 as against ₹ 3,78,08,592/- as at March 31, 2015 on standalone as well as consolidated basis.

Other Non-Current Assets

On Standalone Basis, there were no recording of Non - Current Assets as at March 31, 2016 as against ₹ 4,01,35,154/- as at March 31, 2015.

On Consolidated Basis, total Non - Current Assets amounted to ₹ 21,55,284/- as at March 31, 2016 as against ₹ 4,22,90,438/- as at March 31, 2015.

Trade Receivables

On Standalone basis, Trade receivables amounted to ₹ 58,11,27,210/- as at March 31, 2016 as against ₹ 33,93,28,234 as at March 31, 2015.

On Consolidated basis, Trade receivables amounted to ₹ 58,29,86,504/- as at March 31, 2016 as against ₹ 34,65,29,195/- as at March 31, 2015.

Cash and Bank balances

On Standalone basis, Cash and bank balances including bank deposits with a maturity of below twelve months from the Balance Sheet date amounted to ₹ 9,72,78,260/- as at March 31, 2016 as compared to ₹ 10,27,41,178/- as at March 31, 2015 and on Consolidated Basis, amounted to ₹ 10,63,84,011/- as at March 31, 2016 as compared to ₹ 11,07,53,110/- as at March 31, 2015.

■ Management's Discussion and Analysis

Short-Term Loans and Advances

On Standalone basis, Short-term loans and advances amounted to ₹ 6,44,90,663/- as at March 31, 2016 as against ₹ 6,01,55,075/- as at March 31, 2015. On Consolidated basis, Short-term loans and advances amounted to ₹ 7,19,37,488/- as at March 31, 2016 as against ₹ 6,33,29,151/- as at March 31, 2015.

Other Current assets

On Standalone basis, Total other current assets as at March 31, 2016 stood at ₹ 12,77,49,723/- as against ₹ 6,93,51,084/- as at March 31, 2015.

On Consolidated basis, Total other current assets as at March 31, 2016 stood at ₹ 13,33,10,456/- as against ₹ 7,40,82,555/- as at March 31, 2015.

Revenues Standalone

Total Income on Standalone basis in Financial year 2015-16 increased to ₹ 1,25,86,35,082/- from ₹ 98,44,85,473/- in the previous year 2014-15, at a growth rate of 27.85%.

Profit before interest, tax and depreciation (EBITD) for the year 2015-16 were ₹ 26,14,58,561/- registering a growth of 33.51% over EBITD of ₹ 19,58,38,333/- in 2014-15.

Profit before tax (PBT) for the year was ₹ 12,20,95,992/- recording a growth of 25.27% over the PBT of ₹ 9,74,63,982/- in 2014-15.

Profit after tax (PAT) for the year was ₹ 7,42,34,112/- recording a growth of 13.11 % over the PAT of ₹ 6,56,30,176/- in 2014-15.

Revenues Consolidated

Although the performance of business on consolidated basis for the FY 2015-16 showed a significant growth in terms of Revenue and EBIDTA recording 23.36% growth with increase in revenues from ₹ 108,67,34,364/- in 2014-15 to ₹ 134,06,90,901/- in 2015-16 and recording 18.85% growth with increase in EBIDTA from ₹ 20,09,10,519/- in 2014-15 to ₹ 23,87,84,999/- in 2015-16 respectively, the consolidated PBT showed decline growth. The reason being the expansion of overseas business and investments being made in newly formed foreign subsidiaries, thus the Profit before tax (PBT) for the year was ₹ 9,31,20,309/- recording a decline growth (8.12%) over the PBT of ₹ 10,13,47,237/- in 2014-15.

Dividend

Based on the Company's performance, the directors are pleased to recommend for approval of the members a final dividend of ₹ 1.00/- per share for the financial year 2015-16 aggregating to ₹ 90,99,475/-. The final dividend on equity shares, if approved by the members would involve a cash outflow of ₹ 1,09,51,946/- including dividend tax for financial year 2015-16.

Earnings Per Share (EPS)

Basic earnings per share went up to ₹ 8.19 per share, from ₹ 7.24 per share in the previous year.



Human Resource & Industrial Relations - Developments

ADCC- A People First Company



“The quality and effectiveness of our organization is determined by the people that are employed with us”.

At ADCC, Human Capital is the most significant asset in achieving organizational goals and business strategy. ADCC strongly believes in continuously building a best-in class organizational culture to attract, build and retain talent across all levels. We are committed to partnering with employees and strengthening our talent pool by providing them with growth and career enhancement opportunities.

Today we have a large and diverse workforce, and we continuously design and implement processes and programs to foster people development, leadership development, and skill enhancement.

ADCC Infocad Ltd has been continuously upgrading the HRD over the years. The focus of the HRD during FY 15-16 was to give the human resources the chance to grow and nurture themselves in the organization. The focus was to develop the employee capability while maintaining a work life balance which in turn will ensure a holistic growth of each and every employee of ADCC.

The main focus of HR during recruitment was to obtain highly educated , technically sound , culturally fit candidates for the companies with a growth path in mind for most of them .The recruitment team researched on best practices and research strategies in employment branding, sourcing techniques, social recruiting, and stayed on top of the latest recruiting technology trends. This has lead to a lot of visibility in linked in. The focus was tie ups and campus recruitments which has reduced the Turnaround time of recruitment to 21 days.

In last FY the total number of candidates who have gone through the recruitment process and joined the company successfully were 1132. Out of the execution award winners of last FY 36 % were recruited in the same year.

At ADCC, we take pride in tying up with GIS institutes and other technical institutes for campus recruitment purpose. Not only does this creates job opportunities for freshers, but also adds fresh talent to our existing human assets On a standalone basis the employee count at the end of FY 15-16 was **1498**. Out of this, the number of technical resources was **1319**, the number of BD resources was **63** and centralized support functional were **113** in number. The ratio of male to female employees was **1387:111**. The number of Technical Diplomas was **148**, graduates were **553**, and post graduates were **202**. The average age of ADCC Employee is **28** years. The attrition rate decreased from **5 to 3.4** at the close of FY 16

Key Highlights FY 15-16:

EMPLOYEE WELL BEING & SAFETY:

ADCC believe in influencing all aspects of an employee's life. We continued our efforts to enhance safety & security at the workplace by prescribing various policies, creating awareness and imparting trainings such as self-defence activity for women. We have existing key policies like Prevention of Sexual Harassment policy and a robust grievance redressal system.

EMPLOYEE WELFARE:

The policies and processes were revisited from time to time to ensure employee satisfaction. Like every year, we continued organising various welfare activities like Medical check-up camp, Nutrition Health Camp Movie screenings, Employees Kids Summer Camp and also celebrated Annual Foundation day with great zeal and enthusiasm.

Structured insurance policies were followed and the information conveyed to all employees for their wellbeing and benefit expanding to cover parents at suggestion of employees

AMAZING ADCC-

To encourage work life balance of the Employees, we at ADCC have formed “AMAZING ADCC Club” under which apart from hectic workload Employees get a chance to pursue their hobbies like sports, music, art, fitness etc.;

INTERSHIP PROGRAMS-

ADCC Infocad Ltd. as a part of “Industry-Academia Interface Program” provides an opportunity to students to gain live project exposure in the area of their academic interest/ field of education. The students are tagged with experienced Business Unit Heads (BUHs) of our company who acts as their guides during the process of their internship.

Any intern who approaches ADCC has a benefit to work on live project under able guidance of experienced seniors. This gives varied job experience and enhancement of diverse skill set.

ADCC has production centres at Nagpur, Lucknow, Jaipur, Mahape and Hyderabad in addition to more than 140 site locations where input collection work is being carried out. Thus gives ample preference to interns to opt for internship program as far as geographical proximity is considered.



EMPLOYEE ENGAGEMENT INITIATIVES

Apart from the regular rewards and recognition programs in which 52 employees were recipients of the execution awards. Best performers of the FY were also awarded and recognized during Foundation day event. Employee engagement is based on trust, integrity, two way commitment and communication between an organization and its members. It is an approach that increases the chances of business success, contributing to organizational and individual performance, productivity and well-being. There were many initiatives done to go forward with this .Some of the important ones conducted in last FY are as below:



Management's Discussion and Analysis

- Employee Stock options (ESOP)
- Various Rewards and Recognition programs and Industry Best practices were a part of the welfare initiative from HR
- Dedicated Training & Development Cell who have achieved 11714 Hours for the last FY
- Internal Job promotions and Retention strategies were some of the methodologies identified to strengthen the Recruitment Process
- Special Leaves – Paternity, Birthday or Bereavement and Marriage leaves Employee & Family Insurance – Health & Accidental
- Incentive Schemes & Bonus
- Concessions in fees at group educational institutes for self and ward
- Canteen & Recreational activities viz Summer Camps, Sports day, Hobby Clubs etc.
- ADCC Connect – Surveys, Newsletters, Open forum
- Paid vacations for top performers
- Monetary Rewards on completing Higher qualification
- Exclusive Welfare fund – Interest free loans

We had also conducted the great place to work survey which was also displayed to all employees where in the survey was conducted on parameters like INTEGRITY, RESPECT, FAIRNESS, PRIDE and CAMARADERIE. The ADCC trust index was found to be at 70%



The focus and Vision of HRD has always been employee centric and aligned to our core Business. In FY 16-17 we shall continue with the same perspective

Forward Looking Statement

In this Annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. The market data & rankings used in the various chapters are based on several published reports and internal company assessment.

We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



Standalone Financial Statements

INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To,
The Members of
M/s. ADCC Infocad Limited
10/5, IT Park,
Opp. VNIT, Nagpur,
Maharashtra
India.

We have audited the accompanying financial statements of ADCC Infocad Limited ('the Company'), which comprise the balance sheet as at March 31, 2016, the Statement of profit and loss and the cash flows statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flow of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all information and explanation, which to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in Compliance with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representation obtained from the Directors as on March 31, 2015 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2015 from being appointed as director in terms of Section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Nagpur
Date: 28/05/2016

For Shah Baheti Chandak & Co.
Chartered Accountants
FRN 109513W


Ashok Chandak
(Partner)
M. No.: 030828



Annexure A to the Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone financial statement for the year ended 31st March 2016, we report that:

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) In our opinion, these fixed assets have been physically verified by the management at reasonable intervals, having regard to the size of the Company and the nature of its assets. No material discrepancies between the book records and the physical inventory were noticed.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) In our opinion, the inventories have been physically verified by the management at reasonable intervals. The discrepancies noticed on physical verification between the physical stocks and the book records were not material in relation to the operations of the Company.
- (iii) The Company has not granted loans to body corporate covered in the register maintained Under Section 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge, the maintenance of cost records under sub-section(1) of Section 148 of the Companies Act, 2013 prescribed by the Central Government is not required for the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/ accrued in the books of account in respect of un-disputed statutory dues including provident fund, employees insurance, taxes on income, sales tax, wealth tax, service tax, duty of customs, taxes on sales and services, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company is not liable for duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, wealth tax, service tax, duty of customs, taxes on sales and services, cess and other material statutory dues including provident fund were in arrears as at 31.03.2016 for a period of more than 6 months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues of Income Tax, Service Tax and Value Added Tax etc which have not been deposited on account of any dispute.
- (viii) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any financial institution and banks.

- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has applied the money raised by way of Initial Public Offer for the purpose for which it is raised (please refer point 42 of notes to accounts).
- (x) According to the information explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanation given to us based on our examination of the record of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, Paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) Accordingly to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xvi) The Company is not required to be registered Under Section 45-IA of the Reserve Bank of India Act, 1934

Place: Nagpur
Date: 28/05/2016

For Shah Baheti Chandak & Co.
Chartered Accountants
FRN 109513W


Ashok Chandak
(Partner)
M. No.: 030828



Annexure B to the Auditor's Report

Report on the Internal Financial Controls Under Clause (i) of sub-clause 3 of Section 143 of the Companies Act, 2013 (the Act).

We have audited the internal financial controls over financial reporting of ADCC Infocad Limited (the Company) as of 31st March 2016 in conjunction with our audit of the standalone financial statement of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparations of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial control over Financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed Under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Shah Baheti Chandak & Co.
Chartered Accountants
FRN 109513W


Ashok Chandak
(Partner)
M. No.: 030828

Place: Nagpur
Date: 28/05/2016



■ Standalone Financial Statements

ADCC INFOCAD LTD.

Balance Sheet as at 31st March, 2016

				Amount in Rs.	
Sr No.	Particulars	Note No.	As at 31.03.2016	As at 31.03.2015	
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a)	Share Capital	2	9,09,94,750	9,06,00,000	
(b)	Reserves and Surplus	3	34,45,50,584	27,95,40,540	
(2) Non-Current Liabilities					
(a)	Long-term borrowings	4	11,22,14,342	13,08,56,493	
(b)	Deferred tax liabilities (Net)		5,32,57,241	4,72,78,973	
(c)	Other Long Term Liabilities	5	4,10,000	20,05,557	
(3) Current Liabilities					
(a)	Trade payables	6	19,60,46,992	12,93,76,430	
(b)	Other current liabilities	7	5,15,06,968	8,57,72,646	
(c)	Short-term provisions	8	10,33,68,985	6,32,53,904	
(d)	Short Term Borrowing	9	82,37,05,110	37,52,80,877	
Total			1,77,60,54,972	1,20,39,65,420	
II. ASSETS					
(1) Non-current assets					
(a) Fixed assets					
(i)	Tangible assets	10	28,01,20,994	25,77,42,759	
(ii)	Intangible assets		-	-	
(iii)	Capital work-in-progress		-	56,302	
(b)	Non Current Investment	11	1,03,08,639	1,00,54,665	
(c)	Long term loans and advances	12	3,03,08,592	3,78,08,592	
(d)	Other non-current assets	13	-	4,01,35,154	
(2) Current assets					
(a)	Inventories	14	58,46,70,891	28,14,74,109	
(b)	Trade receivables	15	58,11,27,210	33,93,28,234	
(c)	Cash and cash equivalents	16	9,72,78,260	10,27,41,178	
(d)	Short term Loans & Advances	17	6,44,90,663	6,01,55,075	
(e)	Other current assets	18	12,77,49,723	6,93,51,084	
(f)	Misc.Exp not w/o		-	51,18,268	
Total			1,77,60,54,972	1,20,39,65,420	

III Notes forming part of financial statements 1-44

As per our report of even date attached.

For Shah Baheti Chandak & Co.

Chartered Accountants

FRN 109513W


Ashok Chandak
 (Partner)
 M. No.: 030828

Place: Nagpur
Date: 28/05/2016

For and on behalf of the Board of Directors


Mr. Sameer Meghe
 (Vice Chairman)


CA Dinesh Singh
 (Chief Financial Officer)


CA Amit Somani
 (Managing Director)


CS Jinesh Vora
 (Company Secretary)

■ Standalone Financial Statements

ADCC INFOCAD LTD.

Statement of Profit and Loss for the year ended 31st March, 2016

			Amount in Rs.	
Sr No.	Particulars	Note No.	For the year ended 31.03.2016	For the year ended 31.03.2015
I.	Revenue from operations	19	1,25,04,97,152	97,67,91,918
II.	Other Income	20	81,37,930	76,93,555
III Total Revenue			1,25,86,35,082	98,44,85,473
IV. Expenses:				
	Purchases		63,02,05,931	38,35,67,404
	Outsourcing & Onsite Expenses		19,11,38,397	10,06,65,835
	Changes in Inventories of WIP and Stock in Trade		(30,31,96,784)	(6,50,35,157)
	Employee Benefit Expenses	21	32,20,52,150	25,40,66,083
	Finance Costs	22	11,04,89,842	7,47,67,032
	Depreciation & Amortisation Expense		2,88,72,727	2,36,07,319
	Other Expenses	23	15,69,76,827	11,53,82,975
Total Expenses			1,13,65,39,090	88,70,21,491
V. Profit before exceptional and Extraordinary items and Tax (III - IV)			12,20,95,992	9,74,63,982
VI.	Exceptional and Extraordinary items		-	-
VII. Profit Before Tax (V - VI)			12,20,95,992	9,74,63,982
VIII. Less: Tax expense				
(1)	Current tax		4,18,83,612	2,65,93,915
(2)	Deferred tax		59,78,268	(1,54,392)
(3)	MAT Utilized / (Credit)		-	53,94,283
IX. Profit after Tax (VII - VIII)			7,42,34,112	6,56,30,176
	Proposed Dividend		90,99,475	67,95,000
	Proposed Dividend Distribution Tax		18,52,471	13,83,326
			1,09,51,946	81,78,326
X. Profit After Dividend			6,32,82,166	5,74,51,850
	No of shares		90,99,475	90,60,000
VIII. Earning per equity share of Rs. 10 Each:				
(1)	Basic		8.19	7.24
(2)	Diluted		8.07	7.10
See accompanying notes to financial statements 1 to 44				

As per our report of even date attached.

For Shah Baheti Chandak & Co.

Chartered Accountants

FRN 109513W

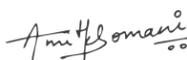

Ashok Chandak
 (Partner)
 M. No.: 030828

Place: Nagpur
Date: 28/05/2016

For and on behalf of the Board of Directors


Mr. Sameer Meghe
 (Vice Chairman)


CA Dinesh Singh
 (Chief Financial Officer)


CA Amit Somani
 (Managing Director)


CS Jinesh Vora
 (Company Secretary)



■ Standalone Financial Statements

ADCC INFOCAD LTD.

Statement of Cash Flows (Indirect Method)

Particulars	Amount in INR	
	For the year ended March 31, 2016	For the year ended March 31, 2015
A) Cash Flows from Operating Activities:		
Net Profit before Taxation and extraordinary items	1220,95,992	974,63,982
Adjustment for:		
Depreciation and Amortization Expenses	288,72,727	236,07,319
ESOP provision adjusted from Reserves & Surplus	17,27,879	11,87,631
Misc Exps Written off during the year	51,18,268	12,79,567
Dividend Income	-	(79,980)
Finance Cost	590,60,132	312,03,480
Provision for Income Tax Written Back	(354,96,152)	(470,10,593)
(Profit) / Loss on Sale of Assets (Net)	8,25,886	-
Operating Cash Flows Before Changes in Assets & Liabilities	1822,04,731	1076,51,406
Adjustments for Changes in Assets and Liabilities:		
(Increase) / Decrease in Trade Receivables	(2016,63,822)	(1003,58,292)
(Increase) / Decrease in Other Receivables	(627,34,227)	61,18,810
(Increase) / Decrease in Inventories	(3031,96,783)	(650,35,156)
Increase / (Decrease) in Trade and Other Payables	712,09,928	(35,79,640)
Increase / (Decrease) in Provisions	309,54,001	345,82,028
Changes in Assets & Liabilities	(4654,30,903)	(1282,72,250)
Cash Generated from Operations	(2832,26,172)	(206,20,844)
Taxes Paid	-	25,00,000
Net Cash Flow from / (Used in) Operating Activities: (A)	(2832,26,172)	- (231,20,844)
B) Cash Flows from Investing Activities:		
Purchase of Tangible Assets	(532,74,769)	(463,67,284)
Proceeds from Sale of Fixed Assets	12,54,223	8,38,460
Acquisition / Subscription / Investment in Subsidiaries / Associates / Joint Venture	(2,53,974)	(22,10,288)
(Increase)/Decrease in Advances to Parties	75,00,000	4,45,312
Dividend Income		79,981
Net Cash Flow from / (Used in) Investing Activities (B)	(447,74,520)	(472,13,819)
C) Cash Flows from Financing Activities:		
Receipts from Issue Of Shares	3,94,750	960,00,000
Issue Expenses Incurred		(63,97,835)
Receipts from Long Term Borrowings	9,60,374	29,16,763
Payment for Long Term Borrowings	(600,03,127)	(609,26,452)
Short Term Borrowings (Net)	4484,24,233	1360,28,359
Dividend Paid	(67,95,000)	(99,90,008)
Taxes on Dividend Paid	(13,83,326)	(16,97,793)
Interest and Other Finance Charges Paid	(590,60,132)	(312,03,480)
Net Cash Flow from / (Used In) Financing Activities (C)	3225,37,772	1247,29,554

■ Standalone Financial Statements

Net Increase / (Decrease) in Cash and Cash Equivalents	(54,62,919)	543,94,893
(A + B + C)		
Add: Balance as at the beginning of the year	1027,41,178	483,46,285
Balance as at the end of the year	972,78,259	1027,41,178

Notes:

- 1) Figures in brackets indicate Cash Outflow
- 2) The above Cash Flow Statement has been prepared under the indirect method set out in AS-3 'Cash Flow Statement' notified under the Companies (Accounting Standard) Rules, 2006 (as amended)
- 3) Finance Cost includes processing fees of loan, interest paid on Term Loan & Vehicle Loan
- 4) Previous Year figure have been regrouped and recast wherever necessary to conform to the current year classification

For Shah Baheti Chandak & Co.
Chartered Accountants
FRN 109513W

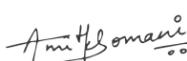

Ashok Chandak
(Partner)
M. No.: 030828

Place: Nagpur
Date: 28/05/2016

For and on behalf of the Board of Directors


Mr. Sameer Meghe
(Vice Chairman)


CA Dinesh Singh
(Chief Financial Officer)


CA Amit Somani
(Managing Director)


CS Jinesh Vora
(Company Secretary)



SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards specified under section 143(10) and other relevant provisions of the Companies Act, 2013.

2. Use of estimates:

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful debts, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets. Future results could differ due to changes in these estimates and the difference between the actual results and the estimates are recognized in the period in which the results are known/materialize.

3. Revenue recognition:

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sales of Software:

Revenues from the sale of equipment and software Licenses are recognized upon delivery, which is when title passes to the customer.

Sale of Software Development & Services:

Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognized over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognized when probable.

Power Generation Income:

Power generation income was recognized on the basis of electrical units generated and eligible to be adjusted against the units billed by the concerned authorities.

Other Income

Dividends are recorded when the right to receive payment is established.

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

All Other Incomes are recognized and recorded on accrual basis following Indian GAAP.

4. Fixed assets, Depreciation, Capital Work in progress (CWIP):

Fixed assets are stated at cost, less accumulated depreciation. Cost comprises of purchase price including incidental expenses relating to acquisition and installation. Fixed asset exclude individual asset costing less than Rs.5, 000/- or less which are not capitalized except when they are part of a larger capital investment.

The company provides depreciation on straight line methods as per the rate and in the manner prescribed in Schedule II of the Companies Act, 2013 Depreciation on fixed assets is provided on pro-rate-basis with reference to the date of addition.

Expenditure incurred during the construction period is treated as Capital Work in progress and allocated to assets as and when the assets are put to use.

Following are the rates of depreciation applied:

Particulars of Asset	Rate Applied
Building	1.58%
Plant & Machinery	6.33%
Electrical Installations	9.50%
Furniture & Fixtures	9.50%
Computer Systems	15.83%
Office Equipments	19%
Vehicles	9.50%

5. Investment:

Investments are classified into current investments and Long term Investments. Current investments are carried at lower of cost and fair value. Long-term investments are stated at cost. Provision for diminution is made if necessary to recognize a decline, other than temporary in the value thereof.

6. Inventories:

Inventory is carried at the lower of cost and net realizable value. Cost includes all expenses incurred in bringing the goods to their present location and condition and is determined on a First in First out Basis (FIFO). Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

Electricity/Wind Power Units:

Inventory Value is estimated at lower cost and net realizable value where cost includes all expenses that can be allocated directly to the production of wind power units.



7. Tax on Income:

Provision for current tax is made on the basis of estimated taxable income and respectively for the current accounting period in accordance with the provisions of Income Tax Act, 1961.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that Company will pay normal income tax. Accordingly MAT is recognized as an asset in Balance Sheet when it is probable that future economic benefits associated with it will flow to the company.

Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future. In situation where the company has carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

8. Employee Benefit:**Short term Employee Benefit:**

Short Term Employees Benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related services is rendered.

Post Employment benefit plans:

Company's contribution paid/payable during the year to Provident Fund, Employees State Insurance Corporation and Labour Welfare Fund are recognized in the Statement of Profit and Loss.

Contribution to all defined contribution retirement benefit schemes are recognized as an expense when employees have rendered services entitling them to such benefit. There are no undefined retirement plans.

9. Share-based payments

The company accounts for equity settled stock options as per the accounting treatment prescribed by Securities and Exchange Board of India (share based employee benefits) Regulations, 2014 and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India using the intrinsic value method.

10. Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of that assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

11. Prior Period Items

Prior period expenses/income are accounted under the respective heads. Material items, if any, are disclosed separately on the face of Profit and loss account/by way of note.

12. Earning per share:

Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is calculated by dividing the net profit and loss for the year attributable to equity shareholders, by the weighted average number of current equity shares outstanding during the period and potential equity shares.

13. Provisions, Contingent Liabilities and Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

Provisions for bad and doubtful debts are assessed by the management at each balance sheet date to assess whether it is adequate. Short/ Excess provisions is made/ written back on the basis of such management.

The carrying amounts of the assets belonging to each cash generating unit ('CGU') are reviewed at each balance sheet date to assess whether they are recorded in excess of their recoverable amounts and where carrying amounts exceed the recoverable amount of the asset's CGU, assets are written down to their recoverable amount. Recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognised in prior accounting periods is reversed if there has been a change in estimates of recoverable amount. The carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

14. Cash & Cash Equivalents

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, cheques on hand and short-term investments in Banks in the form of Fixed Deposits with an original maturity of three months or less. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

15. Segment Reporting

Company has identified two reporting divisions:

- 1) Enterprise Geospatial & Engineering Solution and Products, and
- 2) Wind Power Division. The figures of Segments have been reported in note 32 of Notes to Accounts.

16. Other Accounting Policy:

These are consistent with the generally accepted accounting practices.



■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note : 2 Share Capital			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	AUTHORIZED CAPITAL		
	1,00,00,000 Equity Shares of Rs. 10/- each.	10,00,00,000	10,00,00,000
		10,00,00,000	10,00,00,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL		
	"90,99,475 Equity Shares of Rs. 10/- each, Fully Paid up (Previous Year: 90,60,000 Equity Shares of Rs. 10/- each, Fully Paid up)"	9,09,94,750	9,06,00,000
	Total	9,09,94,750	9,06,00,000

2.1 Reconciliation of No Of Shares

	March 31 2016	March 31 2015
Number of Equity Shares at the beginning of F.Y.	90,60,000	66,60,000
Add:- Number of Shares Issued during the year	39,475	24,00,000
Number of Equity Shares at the end of F.Y.	90,99,475	90,60,000

2.2 Below are the name of the shareholders holding more than 5% of Shares

Name	As at March 2016		As at March 2015	
	No.of Shares	Percentage of Holding	No.of Shares	Percentage of Holding
SMG International Pvt. Ltd.	1040000	11.43%	1040000	11.48%
Raghav Infradevelopers & Builders Pvt. Ltd.	2130000	23.41%	2130000	23.51%
AKS Infradevelopers Pvt. Ltd.	1160000	12.75%	1160000	12.80%
SMG Hospitals Pvt. Ltd.	1240000	13.63%	1240000	13.69%

2.3 Terms/Rights attached to each class of shares

The Company has only one class of equity shares having face value of Rs. 10 per share each holder of equity share is entitled of one vote per share

Note : 3 Reserve & Surplus			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Security Premium Reserve	7,20,00,000	7,20,00,000
		7,20,00,000	7,20,00,000
2	General Reserve	19,29,864	19,29,864
3	Surplus Statement of Profit & Loss		
	Opening Balance	20,44,23,045	14,69,71,194
	Add:		
	Addition during the year	7,42,34,112	6,56,30,176
	Less:		
	Provision for dividend & tax thereon	1,09,51,946	81,78,326
	Closing Balance of Statement of Profit & Loss	26,77,05,211	20,44,23,045
	Employees Stock Option Outstanding	29,15,510	11,87,631
	Total	34,45,50,585	27,95,40,540

■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note : 4 Long Term Borrowings			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Loans & Advances From Banks		
	Secured Loan:		
	Term Loans:		
	Term Loan against hypothecation of Building & Plant and Machinery	10,49,01,697	12,45,04,223
	Term Loan against hypothecation of Vehicle	73,12,645	63,52,270
	Total	11,22,14,342	13,08,56,493

Note : 5 Other Long Term Liabilities

Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
I)	Trade Creditors:		
	For Goods & Expenses		8,89,539
II)	Others:		
	Security Deposit Collected from Contractor	-	7,06,018
	Security Deposit Collected for Rent	4,10,000	4,10,000
	Total	4,10,000	20,05,557

Note : 6 Trades Payable

Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Total Outstanding dues to Micro Enterprises & Small Enterprises	-	-
2	Total Outstanding Dues of Creditors Other than Micro Enterprises & Small Enterprises		
	For Goods	15,48,37,443	9,61,77,854
	For Expenses	4,12,09,549	3,31,98,576
	Total	19,60,46,992	12,93,76,430

Note : 7 Other Current Liabilities

Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Current Maturities of Long Term Loans	2,20,79,953	6,08,84,997
2	Other Credit Balances	68,54,285	87,34,809
3	Security Deposit Collected from Contractors	59,66,908	7,65,487
4	Provident Fund Payable	17,45,797	17,85,414
5	E.S.I.C Payable	5,21,542	4,41,558
6	Professional tax payable	1,16,190	1,58,100
7	Taxes Payable	75,47,688	1,30,02,281
8	Premium & Contribution towards Gratuity Fund	66,74,606	-
	Total	5,15,06,968	8,57,72,646



■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note : 8 Short Term Provisions			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	For Expenses		
a	Provisions For Employee Benefit	1,92,67,770	1,72,26,521
2	Others		
a	Provision for Income tax	4,23,28,363	3,59,40,903
b	Provision for Expenses	3,08,20,906	19,08,155
c	Provision for Dividend and Tax there on	1,09,51,946	81,78,326
	Total	10,33,68,985	6,32,53,904

Note : 9 Short Term Borrowings			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
I)	Secured		
	(a) Working Capital Loan from Bank	45,30,49,739	36,52,80,877
	(b) Loan Against FDR (Against security of FDR provided by Related Party)	1,18,45,091	
II)	Unsecured Loans		
	(a) From Related Parties	11,78,75,905	
	(b) From Other Parties	24,09,34,375	1,00,00,000
	Total	82,37,05,110	37,52,80,877

■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note : 10 Fixed Assets													
Sr. No	Particulars	Life of asset	GROSS BLOCK			DEPRECIATION				NET BLOCK			
			Gross Block as at 01.4.2015	Addition during the year	Deduction during the year	Gross Block as at 31.03.2016	Depreciation as at 01.04.15	Addition during the year	Deduction during the year	Depreciation as at 31.03.2016	Transfer to Geeral Reserve	WDV as at 31.03.2016	WDV as at 31.03.2015
	(A) Tangible Assets												
1	Building	60	2,94,25,392.18	40,26,244.00		3,34,51,636.18	23,25,042.61	4,70,586.73	-	27,95,629.35		3,06,56,006.83	2,71,00,349.57
2	Furniture & Fixtures	10	2,84,59,240.18	62,60,712.00	60,340.00	3,46,59,612.18	76,84,051.87	27,39,930.39	39,506.95	1,03,84,475.31		2,42,75,136.87	2,07,75,188.31
3	Plant & Machinery	15	1,41,49,984.55	2,76,656.00		1,44,26,640.55	28,35,973.58	9,64,826.12		38,00,799.70		1,06,25,840.85	1,13,14,010.97
4	Plant & Machinery - Wind	22	14,65,51,009.00	-		14,65,51,009.00	2,51,27,200.75	62,85,850.75	-	3,14,13,051.49		11,51,37,957.51	12,14,23,808.25
6	Computer Systems and Software	3	3,65,85,182.53	1,77,78,288.30	6,58,534.00	5,37,04,936.83	2,79,50,658.91	52,61,532.81	6,58,534.00	3,25,53,657.73	1,93,168.37	2,09,58,110.74	84,41,355.25
7	Computer Systems and Software	6	2,11,74,969.48	14,53,535.00		2,26,28,504.48	1,01,20,223.10	20,20,796.32		1,21,41,019.42		1,04,87,485.06	1,10,54,746.38
8	Office Equipments	5	3,60,38,292.00	53,43,422.00	73,500.00	4,13,08,214.00	1,01,68,360.46	75,31,163.24	33,940.44	1,76,65,583.26	12,88,967.39	2,23,53,663.35	2,45,80,964.15
9	Electrical Installation	10	45,87,867.00	11,20,482.00		57,08,349.00	9,53,245.53	4,94,405.14	-	14,47,650.67		42,60,698.33	36,34,621.47
10	Leasehold Land		94,31,430.00	-		94,31,430.00	-	-	-	-	-	94,31,430.00	94,31,430.00
11	Vehicle	8	2,53,90,083.00	52,67,769.00	31,68,135.00	2,74,89,717.00	60,98,688.56	30,04,739.91	11,48,418.69	79,55,009.78		1,95,34,707.22	1,92,91,394.44
12	Vehicle	10	6,25,941.00	-	-	6,25,941.00	84,300.90	59,456.96	-	1,43,757.87		4,82,183.13	5,41,640.10
13	Vehicle	5	-	85,955.00	-	85,955.00	-	12,767.91	-	12,767.91	-	73,187.09	-
14	Generator	15	3,30,144.00	-	-	3,30,144.00	1,76,893.56	25,145.56	-	2,02,039.12	-	1,28,104.88	1,53,250.44
15	Plant & Machinery - Solar	20	-	1,17,18,000.00	-	1,17,18,000.00	-	1,524.95	-	1,524.95	-	1,17,16,475.05	-
	TOTAL (A)		35,27,49,534.92	5,33,31,063.30	39,60,509.00	40,21,20,089.22	9,35,24,639.84	2,88,72,726.79	18,80,400.08	12,05,16,966.55	14,82,135.76	28,01,20,986.92	25,77,42,759.33
	Capital Work in Progress		56,302.00		56,302.00	-	-	-	-	-	-	-	56,302.00
	TOTAL (B)		56,302.00			-						-	56,302.00
	TOTAL (A+B) (Current Year)		35,28,05,836.92	5,33,31,063.30	39,60,509.00	40,21,20,089.22	9,35,24,639.84	2,88,72,726.79	18,80,400.08	12,05,16,966.55	14,82,135.76	28,01,20,986.92	25,77,99,061.33



■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note : 11 Non Current Investment			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Investment in Equity Instrument		
a	Unquoted:		
	Abhyudaya Co Operative Bank Ltd. 50000 Shares of Rs. 10 each	5,00,000.00	5,00,000.00
b	Subsidiary Companies		
	Fully paid equity shares Unquoted		
	Shares of ADCC Academy Pvt. Ltd. (1000 Shares of Rs. 100 each)	1,00,000.00	94,800.00
	Shares of ADCC Tech Ltd. (50000 Shares of Rs. 10 each)	5,00,000.00	4,74,950.00
	Shares of AI Instruments Pvt Ltd (1000 Shares of Rs. 100 each)	1,00,000.00	90,000.00
	Shares of ADCC Infocom Pvt Ltd (1000 Shares of Rs. 100 each)	6,56,556.00	94,800.00
	Shares of ADCC International East Africa (11385 Shares of KES 1000 each)	79,04,277.00	79,04,277.00
	Shares of ADCC Technology Zambia Limited (9000 Shares of Kwacha 1 each)	86,888.00	86,888.00
3	Investment in Joint Venture		
	ADCC Infocad Private Limited JV Sap Control Systems	4,60,918.00	8,08,950.00
	Total	1,03,08,639.00	1,00,54,665.00
Note : 12 Long Term Loans and Advances			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
I)	Security Deposit		
	Unsecured, Considered Good :	37,50,000.00	37,50,000.00
II)	Others		
	Unsecured, Considered Good :	-	-
	Advance to MVNL	15,58,592.00	15,58,592.00
	Advance to Valecha Badwani Sendhwa Tollways Ltd	2,50,00,000.00	3,25,00,000.00
	Total	3,03,08,592.00	3,78,08,592.00
Note : 13 Other Non Current Assets			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Long Term Trade Recievables		
	a) Unsecured, Considered Good : (trade receivable more than 12 months)	-	4,01,35,154.00
	Total	-	4,01,35,154.00

■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note : 14 Inventories			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Traded Goods	11,28,44,422.04	8,98,25,035.04
2	Work in Progress	47,18,26,469.05	19,16,49,073.32
	Total	58,46,70,891.09	28,14,74,108.36
Note : 15 Trade Recievables			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
A	Outstanding for more than six months		
	Unsecured, Considered Good :	14,38,70,947.64	5,00,63,385.00
B	Others		
	Unsecured, Considered Good :	43,72,56,262.68	28,92,64,848.98
	Total	58,11,27,210.32	33,93,28,233.98
Note : 16 Cash & Cash Equivalent			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Bank Balance:-		
	In Current accounts	1,94,52,149.46	3,95,27,428.93
	Sub Total (A)	1,94,52,149.46	3,95,27,428.93
2	Cash on Hand	2,58,082.85	15,76,528.82
	Sub Total (B)	2,58,082.85	15,76,528.82
3	Balance with Bank in the form of Fixed Deposits:		
i)	Towards Bank Guarantees:		
	For less than 12 months maturity	3,38,76,264.00	2,55,42,082.00
	For more than 12 months maturity	1,62,41,054.00	2,24,65,236.00
	Sub Total (C)	5,01,17,318.00	4,80,07,318.00
ii)	Towards Other Commitments:		
	For less than 12 months maturity	2,74,50,709.00	93,19,176.00
	For more than 12 months maturity	-	43,10,726.00
	Sub Total (D)	2,74,50,709.00	1,36,29,902.00
	Total [A + B + C + D]	9,72,78,259.31	10,27,41,177.75



■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note: 17 Short Terms Loans and Advances			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
I) Other Debit Balances			
Unsecured, Considered Good :			
1	Rent Deposit	36,79,978.00	36,29,656.00
2	Advances to Employees	11,14,781.76	3,41,349.12
3	Inter unit balances	-	-
4	Advances to parties	66,82,434.00	1,05,67,736.76
5	Security Deposit	4,85,94,883.31	3,16,06,136.07
6	Other Debit Balances	44,18,586.00	1,40,10,197.26
Total		6,44,90,663.07	6,01,55,075.21

Note : 18 Other Current Assets			
Sr No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Pre- Paid Expenses	1,14,49,617.17	1,13,57,042.81
2	Interest Receivable A/C	1,23,14,169.52	79,22,546.52
3	Commercial Tax & Vat Credit	1,19,80,547.86	60,58,544.00
4	CENVAT credit	42,36,411.75	3,19,668.17
5	Advance Tax / TDS / Income Tax refundable	4,60,16,505.59	3,92,35,139.36
6	Retention amount Receivable	4,17,52,471.00	44,58,143.00
Total		12,77,49,722.89	6,93,51,083.86

Note : 19 Revenue from Operations (Net of Taxes)			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Sale of Products	31,10,10,042	25,69,14,339
2	Sale of Services	91,26,93,020	70,03,13,172
3	Sale of Electricity	2,67,94,090	1,95,64,408
Total		1,25,04,97,152	97,67,91,918

Note : 20 Other Income			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Interest Received	70,46,307	48,69,207
2	Misc Receipts	4,67,933	21,11,668
3	Dividend Received	-	79,980
4	Share of Profit from Joint Venture	-3,18,810	-6,73,864
5	Bad Debts Recovered	-	6,564
6	Rent Received	9,42,500	13,00,000
Total		81,37,930	76,93,555

■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note : 21 Employees Benefit Expenses			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Salaries, Wages and Incentives	29,16,33,561	23,40,17,923
2	Provident Fund	1,16,26,858	94,07,466
3	ESIC	45,26,975	39,48,632
4	Labour Welfare Fund	11,124	27,704
5	Staff Welfare Expenses	42,38,147	30,82,430
6	Employee Compensation Expenses	17,27,879	11,87,631
7	Gratuity Expenses	82,87,606	23,94,297
Total		32,20,52,150	25,40,66,083

Note: 22 Finance Cost			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Bank Commision & Charges	94,41,717	73,46,130
2	Interest on Cash Credit and LC	4,19,87,993	3,24,12,115
3	Interest on Term Loans	2,09,77,603	3,01,46,800
4	Interest on Vehicle loan	10,98,430	10,56,680
5	Processing Fees	20,20,518	7,82,248
6	Interest on Unsecured Loans	3,49,63,581	30,23,059
Total		11,04,89,842	7,47,67,032



■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note: 23 Other Expenses			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Books & Periodicals	2,38,872	31,940
2	Printing & Stationery Expenses	23,44,686	29,94,086
3	Director Remuneration	1,21,80,000	1,12,50,000
4	Director Siting Fees	62,000	37,000
5	Power & Fuel Expenses	45,70,907	39,15,836
6	Rent	2,21,07,889	1,71,52,480
7	Repairs and Maintenance to building	2,45,435	23,28,712
8	Repairs and maintenance-Others	72,97,589	60,38,779
9	Insurance Expenses	31,31,264	19,98,860
10	Advertisement & Business Promotion	80,14,056	57,04,329
11	Commission & Brokerage	31,86,066	7,49,210
12	Travelling Expenses	3,19,81,002	2,79,11,608
13	Telephone & Internet Charges	52,54,829	45,33,862
14	Rates & Taxes	36,60,464	18,06,077
15	Statutory Audit Fees	2,75,000	2,75,000
16	Postage & Courier Charges	10,54,803	8,14,316
17	Legal & professional charges	1,56,81,757	1,49,63,487
18	Esop Scheme Expenses	-	2,50,000
19	IPO Expenses W/off	51,18,268	12,79,567
20	Exchange Rate Fluctuation	2,28,948	78,728
21	Bad Debts/Advances Written Off	1,66,30,100	11,94,568
22	Interest (Others)	20,43,339	12,56,432
23	Loss on Sale of Asset	7,65,493	
24	REC & Other Charges (Wind Power)	2,93,130	12,369
25	Security Expenses	30,28,419	11,94,388
26	Office Expenses	43,25,059	40,89,212
27	Tender Registration Expenses	10,77,123	14,70,906
28	Other Expenses	2,74,514	9,16,338
29	CSR Activity Expenses	19,05,818	11,34,884
Total		15,69,76,827	11,53,82,975

■ Standalone Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Financial Statements as on 31st March 2016

Note No.	Particulars	Amount in Rs.	
		Amount as at 31st March 16	Amount as at 31st March 15
24	Contingent Liabilities & Commitments (to the extent not provided for) Bank Guarantee Issued	22,42,22,097	20,56,18,890
	Estimated amount of contracts remaining to be executed on Capital Account	Nil	Nil
25	Auditors Remuneration (Excluding Service Tax)		
	For Audit	4,12,500	2,75,000
	For IPO Related Certifications	-	5,00,000
	For Taxation Related Matters	2,61,750	2,10,000
	For Other Services	72,500	1,37,500

26 SECURED LOANS:**a. Term Loan:**

Term Loan has been secured against hypothecation of Building, Plant & Machineries, Computers, Equipments and Furniture & Fixtures etc. and personal guarantee of all Executive directors of the Company.

Vehicle Term Loan has been secured against hypothecation of Vehicles.

b. Working Capital Limit:

Working Capital Limit has been secured against hypothecation of Book Debts, Stock, Work in progress and personal guarantee of Executive directors of the Company.

27 Provision for Taxation:

Current tax provision for the financial year is at Rs. 41883612 /- (P.Y. Rs. 26593915/-)

28 Interim & Final Dividend for Current Financial Year:

During the current Financial Year the Board of Directors has Proposed Dividend on Equity Shares 10% amounting to Rs.90,99,475/-

The Dividend declared at AGM and paid during the year is Rs.67,95,000/- for the financial year 2014-15

29 Quantitative Details:

Description	Opening Stock	Purchase during the year	Sales during the year	Closing stock
Software & Hardware	557	5006	5498	65

30 Expenditure in Foreign Currencies:

The Company has incurred expenditure in foreign currency on account of services amounting to Rs.22,64,411/- during the current financial year. (P.Y. Expenses on account of services amounting to Rs. 24,96,018/-)

31 Earning in Foreign Currencies:

The company has earned Rs 14,23,276/- (17911 USD & 358195 KES) [Previous year -2,81,915/- (4668 USD) on account of accrued interest] on account of sales and incentives which has been shown in other income in books of accounts during the current financial year.



■ Standalone Financial Statements

32 Group Gratuity

The company has obtained for Group Gratuity Scheme for Employees from LIC. All the eligible employees are entitled for benefits in accordance with the Payment of Gratuity Act, 1972. The contribution assessed by LIC is considered as expenses and provided for. The following table summarize the component of net benefit expenses recognized in the statement of profit and loss account.

		Amount in Rs.	
Sr No.	Particulars	2015-2016	2014-2015
1	Current Service Cost	23,32,093	10,48,786
2	Additional Contribution for Existing Fund	41,53,815	12,29,402
3	LIC Premium	1,64,802	1,03,324
4	Service Tax	23,896	12,771
5	Total	66,74,606	23,94,283
6	Accrued Present Value of Benefit	1,20,63,391	39,99,968
7	Fund Value with the LIC	79,09,576	39,99,968

The principal assumption for determining gratuity obligation as provided by LIC are as under:

Sr No.	Particulars	2015-2016	2014-2015
1	Discount Rate	8%	8%
2	Salary Escalation	7%	5%

LIC has used projected unit credit method for actuarial valuation, which is based upon their experience of the scheme and above assumption.

33 Information about Business Segments:

The company recognises two business segments:

- Enterprise Geospatial & Engineering Solution and Products (EES)
- Power Generation division

Sr No.	Particulars	EES		Power Generation		Consolidated	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	Revenue						
	(a) External Sales (Net)	1,22,37,03,062	95,86,98,700	2,67,94,090	1,80,93,218	1,25,04,97,152	97,67,91,918
	(b) Inter-Segment Sales	-	-	-	-	-	-
	(c) Total Revenue	1,22,37,03,062	95,86,98,700	2,67,94,090	1,80,93,218	1,25,04,97,152	97,67,91,918
2	Results						
	(a) Segment Result	11,15,57,487	9,03,92,530	24,00,575	(6,22,103)	11,39,58,062	8,97,70,427
	(b) Other Income	81,37,930	76,93,555	-	-	81,37,930	76,93,555
	(c) Total Segment Result	11,96,95,417	9,80,86,085	24,00,575	(6,22,103)	12,20,95,992	9,74,63,982
	(d) Profit before tax					12,20,95,992	9,74,63,982
	(e) Provision for Income Tax					4,18,83,612	2,65,93,915
	(f) Deferred Tax Liability					59,78,268	(1,54,392)
	(g) MAT (Credit)/Utilized					-	53,94,283
	(h) Profit after Tax					7,42,34,112	6,56,30,176

Sr No.	Particulars	EES		Power Generation		Consolidated	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
3	Other Information						
	(a) Segment Assets	1,62,44,22,903	1,06,32,94,907	15,16,32,068	14,06,99,131	1,77,60,54,971	1,20,39,94,038
	(b) Segment Liabilities	1,21,36,55,303	68,46,58,657	12,68,54,334	14,91,94,845	1,34,05,09,637	83,38,53,502
	(c) Net Worth	43,53,54,623	37,86,36,250	1,90,712	(84,95,714)	43,55,45,335	37,01,40,536
	(d) Depreciation	2,25,85,252	1,73,21,468	62,87,475	62,85,851	2,88,72,727	2,36,07,319

■ Standalone Financial Statements

34 Related Party Disclosures:

(a) List of Related Parties and their relationships:

Particulars	Relationship
ADCC Infocad Private Limited	Wholly Owned Subsidiary Company
ADCC Academy Private Limited	Wholly Owned Subsidiary Company
ADCC Tech Limited	Wholly Owned Subsidiary Company
AI Instruments Private Limited	Wholly Owned Subsidiary Company
ADCC International East Africa Limited	Subsidiary Company (Direct holding)
ADCC Zambia Limited	Subsidiary Company (Direct holding)
Mr. Sagar Meghe	Key Managerial Personnel
Mr. Sameer Meghe	Key Managerial Personnel
Mr. Amit Somani	Key Managerial Personnel
Mr. Abhay Kimmatkar	Key Managerial Personnel
Mr. Dinesh Kumar Singh	Key Managerial Personnel
Mr. Jinesh Vora	Key Managerial Personnel
Mrs. Shalinitai Meghe	Relative of Key Managerial Personnel
Smt. Smita Meghe	Relative of Key Managerial Personnel
Ms Radhika Meghe	Relative of Key Managerial Personnel
Mrs. Sheetal Somani	Relative of Key Managerial Personnel
Mrs. Jayshree Kimmatkar	Relative of Key Managerial Personnel
Primus Finance Pvt. Ltd.	Enterprise in which Key Managerial Personnel exercises control
Raghav Infra Developers & Builders Pvt Ltd	Enterprise in which Key Managerial Personnel exercises control

(b) Transactions during the year with the Related Parties: (Amount in Rs.)

Particulars	Enterprise in which Key Managerial Personnel exercises control / Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel	
	Transactions	Closing Balance	Transactions	Closing Balance	Transactions	Closing Balance
Managerial Remuneration	-	-	1,21,80,000	-	-	-
Remuneration of Key Managerial Person	-	-	-	-	-	-
Hardware & Software Product Sale	68,26,516	-	-	-	-	-
Outsourcing & Reimbursement of expenses	28,97,204	-	-	-	-	-
Professional Fees	-	-	-	-	41,75,000	-
Rent paid	3,18,938	-	16,44,600	-	67,75,075	-
Rent Received	10,70,913	-	-	-	-	-
Loans	12,58,95,000	11,73,89,185	-	-	-	-
Interest and other finance charges	1,37,07,185	-	-	-	-	-



■ Standalone Financial Statements

35 Basis for calculation of Basic & Diluted Earnings per Share is as under:

Particulars	Amount in Rs.			
	Basic		Diluted	
	2015-2016	2014-2015	2015-2016	2014-2015
Weighted Average No. of Equity Shares (Nos.)	90,63,290	90,60,000	92,02,213	92,42,420
Nominal Value of each Equity Share (Rs.)	10.00	10.00	10.00	10.00
Profit as per Statement of Profit & Loss (Rs)	7,42,34,112	6,56,30,176	7,42,34,112	6,56,30,176
Basic & Diluted Earnings per Share (Rs.)	8.19	7.24	8.07	7.10

36 Deferred Tax Working:

Consequent to the standard on accounting for taxes on income the company calculated the deferred tax liability for the year ended on 31.3.2016 and the same has been provided in the books of accounts of the company.

Particulars	Amount in Rs.	
	2015-2016	2014-2015
Opening Deferred Tax Liability	4,72,78,973	4,74,33,365
Addition during the year on account of Timing difference	59,78,268	(1,54,392)
Closing Deferred Tax Liability	5,32,57,241	4,72,78,973

37 MAT Credit Working:

Particulars	Amount in Rs.	
	2015-2016	2014-2015
Opening MAT Credit Available	-	53,94,283
Addition (Utilized) during the year	-	(53,94,283)
Closing MAT Credit available	-	-

38 The Company has the following subsidiaries:

Name of the Subsidiary	Country of Incorporation	Proportion of ownership interest (%)
ADCC Academy Pvt. Ltd.	India	100
ADCC Infocom Pvt. Ltd.	India	100
AI Instruments Pvt. Ltd.	India	100
ADCC Tech Pvt. Ltd.	India	100
ADCC Zambia Limited	Zambia	90
ADCC International East Africa Ltd.	Kenya	90

39 Previous year comparative figures:

Previous year figures are regrouped/rearranged wherever necessary.

40 The balances from debtors, creditors and other parties are subject to confirmation.

41 IPO amount pending for utilisation

The Company has raised amount of Rs. 960 lacs through Initial Public Offer during the year 2014-2015. The amount raised, utilised and pending for utilisation for the objects and purposes mentioned in the prospectus as amended by postal ballot is as under:

■ Standalone Financial Statements

Particulars	Amount in Rs.				"Deviation (if any)"
	Amount allotted for Object, as disclosed in prospectus dated 23rd September, 2014 and as amended through Postal Ballot	Amount to be utilised till 31st March 2016(Incl. Internal Accruals)	Actual Utilization till 31st March, 2016 (Incl. Internal Accruals)	Balance amount Pending Utilisation as on 31st March 2016	
Purchase of New Technical Equipment, Software and Hardware					
- Technical Equipment	55.59		55.59	-	-
- Software's	42.76	86.00	26.05	16.71	
- Hardware	18.80		8.08	10.72	
Part finance the long term Working Capital requirement	700.00	700.00	700.00	-	-
International Marketing & Branding Expenses	48.99	38.99	38.99	10.00	-
General Corporate Purpose	77.92	77.92	77.92	-	-
To meet the issue expenses	50.00	50.00	50.00	-	-
Total (Incl. Internal Accruals-34.06 Lacs)	994.06	952.91	956.63	37.43	

The status of amount pending for utilisation is as under:

Particulars	Amount
Balance unutilised amount temporarily placed with:	
Current Accounts with Bank	37.43
Fixed Deposits	-
Total	37.43

42 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The areas for CSR activities are promoting educational activities and women empowerment. The funds were utilized on these activities which are specified in Schedule VII of the Companies Act, 2013.

43 Dues to Micro Small and Medium Enterprises

As at March 31, 2016, there is no outstanding to micro and small enterprises (Rs. Nil outstanding as at March 31, 2015).

44 ESOP Scheme

ADCC ESOP 2014: The Company under ADCC ESOP 2014 grants the Options convertible into Equity Share to eligible employees of the Company. The Board of Directors recommended ADCC ESOP 2014 to the shareholders on December 03rd, 2014 and the shareholders approved the recommendation of the Board of Directors on December 30th, 2014 through Extraordinary General Meeting. The maximum aggregate number of shares that may be awarded under the Plan is 1,82,420 shares. The Options Convertible into Equity Share will be issued at face value of the equity share i.e. Rs.10 per share. ADCC ESOP 2014 is administered by Nomination and Remuneration Committee (the Committee) and through the Board of Directors wherever required. The Committee is comprised of independent members of the Board of Directors.

"During the year ended March 31,2016 the company has made allotment 39,475 no of Equity Shares of Rs. 10 each.

The allotment of Equity Shares will vest over a period of four years from the date of the grant in the proportions specified in the ADCC ESOP 2014 and can exercise on the date of completion of vesting period. The Equity Shares will vest subject to conditions fulfillment as setforth in the ADCC ESOP 2014 for each applicable year of the vesting tranche."

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014, the excess of the closing market price on the grant date of the RSUs over the exercise price is amortised on a straight-line basis over the vesting period.

During the year ended March 31, 2016, the company recorded an employee compensation expense of Rs.17,27,879/- in the statement of profit and loss.



INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF ADCC INFOCAD LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of ADCC Infocad Limited ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2016;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matter

We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs. 182.07 lacs as at March 31, 2016 and total revenues of Rs.191.59 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

We have only reviewed the unaudited financial statements of two foreign subsidiaries, whose financial statements reflect total assets of Rs.130.07 Lacs as at March 31, 2016 and total revenues of Rs.198.27 Lacs for the year ended on that date, as considered in the consolidated financial statements after conversion of financial statements in local currency. These financial statements have been furnished to us by the Management after conversion into local currency and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based on our review of the same.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all information and explanation, which to the best of our knowledge and belief, were necessary for the purpose of our audit of financial statements;
- (b) In our opinion, proper books of accounts as required by law to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- (c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of accounts maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the consolidated financial statements dealt with by this report are in Compliance with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representation obtained from the Directors of the Holding Company as on March 31, 2016 and report of statutory auditors of its subsidiary companies incorporated in India, none of the directors of Group Companies incorporated in India is disqualified as on March 31, 2016 from being appointed as director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. the Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements;
 - ii. the Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India.

Place: Nagpur
Date: 28/05/2016

For Shah Baheti Chandak & Co.
Chartered Accountants
FRN 109513W


Ashok Chandak
(Partner)
M. No.: 030828



Annexure A to the Auditor's Report

Report on the Internal Financial Controls Under Clause (i) of sub-clause 3 of Section 143 of the Companies Act, 2013 (the Act).

We have audited the internal financial controls over financial reporting of ADCC Infocad Limited (the Holding Company) and its subsidiary companies which are incorporated in India as of and for the year ended 31st March 2016 in conjunction with our audit of the consolidated financial statement of the Company as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparations of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial controls over Financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed Under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 3 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Place: Nagpur
Date: 28/05/2016

For Shah Baheti Chandak & Co.
Chartered Accountants

FRN 109513W



Ashok Chandak
(Partner)

M. No.: 030828



■ Consolidated Financial Statements

ADCC INFOCAD LTD.

Balance Sheet as at 31st March, 2016

Amount in Rs.

Sr No.	Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
I.	EQUITY AND LIABILITIES			
(1)	Shareholder's Funds			
(a)	Share Capital	2	9,09,94,750	9,06,00,000
(b)	Reserves and Surplus	3	31,61,06,933	27,74,93,103
(2)	Minority Interest		3,25,033	16,49,697
(3)	Non-Current Liabilities			
(a)	Long-term borrowings	4	13,25,76,111	13,08,56,493
(b)	Deferred tax liabilities (Net)		5,32,95,415	4,72,94,593
(c)	Other Long Term Liabilities	5	-	15,95,557
(4)	Current Liabilities			
(a)	Short-term borrowings	6	83,02,53,326	37,52,80,877
(b)	Trade payables	7	21,02,58,348	10,48,10,262
(c)	Other current liabilities	8	5,92,64,316	8,17,62,997
(d)	Short-term provisions	9	10,62,26,935	11,67,59,421
	Total		179,93,01,167	122,81,03,000
II.	Assets			
(1)	Non-current assets			
(a)	Fixed assets			
(i)	Tangible assets	10	28,50,47,068	26,32,82,824
(ii)	Intangible assets		-	-
(iii)	Capital work-in-progress		-	56,302
(b)	Non Current Investment	11	9,60,918	13,08,950
(c)	Long term loans and advances	12	3,03,08,592	3,78,08,592
(d)	Other non-current assets	13	21,55,284	4,22,90,438
(e)	Goodwill (On consolidation)		9,17,895	1,98,567
(2)	Current assets			
(a)	Inventories	14	58,52,92,951	28,28,98,400
(b)	Trade receivables	15	58,29,86,504	34,65,29,195
(c)	Cash and cash equivalents	16	10,63,84,011	11,07,53,110
(d)	Short term Loans & Advances	17	7,19,37,488	6,33,29,151
(e)	Other current assets	18	13,33,10,456	7,40,82,555
(f)	Misc.Exp not w/o		-	55,64,916
	Total		1,79,93,01,167	122,81,03,000

See accompanying notes to financial statements 1 to 40

As per our report of even date attached.

For Shah Baheti Chandak & Co.

Chartered Accountants

FRN 109513W


Ashok Chandak
 (Partner)
 M. No.: 030828

Place: Nagpur
 Date: 28/05/2016

For and on behalf of the Board of Directors


Mr. Sameer Meghe
 (Vice Chairman)


CA Dinesh Singh
 (Chief Financial Officer)


CA Amit Somani
 (Managing Director)


CS Jinesh Vora
 (Company Secretary)

■ Consolidated Financial Statements

ADCC INFOCAD LTD.

Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

Amount in Rs.

Sr No.	Particulars	Note No.	For the year ended 31.03.2016	For the year ended 31.03.2015
I.	Revenue from operations	19	132,79,12,246	107,89,44,374
II.	Other Income	20	127,78,655	77,89,990
III.	Total Revenue (I + II)		134,06,90,901	108,67,34,364
IV.	Expenses:			
	Purchases		65,03,76,861	39,08,66,322
	Outsourcing And Onsite Expenses		18,59,10,733	7,57,93,240
	Changes in inventories of work-in-progress and Stock-in-Trade		-29,76,77,999	-6,64,58,661
	Employee benefit expenses	21	34,88,98,889	28,18,97,358
	Financial costs	22	11,53,86,692	7,50,66,984
	Depreciation		3,02,77,998	2,44,96,298
	Other expenses	23	21,43,97,418	20,37,25,588
	Total Expenses		124,75,70,592	98,53,87,127
V.	V. Profit before Tax	(III - IV)	9,31,20,309	10,13,47,237
VI.	VI. Prior Period item:		-	-
	Profit After Prior Period Events		9,31,20,309	10,13,47,237
VII.	Less: Tax expense			
(1)	Current tax		4,18,85,960	2,88,99,809
(2)	Deferred tax		60,00,822	-1,38,772
(3)	MAT Utilized / (Credit)		-	32,38,999
VII.	Profit after Tax	(V-VI)	4,52,33,527	6,93,47,200
VIII.	Less : Minority's share of Profit		-	-9,28,034
IX.	Balance Profit		4,52,33,527	6,84,19,166
	Proposed Dividend		90,99,475	67,95,000
	Proposed Dividend Tax		18,52,471	13,83,326
IX.	Profit After Dividend		3,42,81,581	6,02,40,840
	Weighted No of shares		90,99,475	90,60,000
VIII.	Earning per equity share of Rs. 10 Each:			
(1)	Basic		4.99	7.55
(2)	Diluted		4.92	7.40

See accompanying notes to financial statements 1 to 40

As per our report of even date attached.

For Shah Baheti Chandak & Co.

Chartered Accountants

FRN 109513W

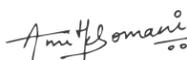

Ashok Chandak
 (Partner)
 M. No.: 030828

Place: Nagpur
 Date: 28/05/2016

For and on behalf of the Board of Directors


Mr. Sameer Meghe
 (Vice Chairman)


CA Dinesh Singh
 (Chief Financial Officer)


CA Amit Somani
 (Managing Director)


CS Jinesh Vora
 (Company Secretary)



■ Consolidated Financial Statements

ADCC INFOCAD LTD.

Statement of Cash Flows (Indirect Method)

Particulars	Amount in Rs.	
	For the year ended March 31, 2016	For the year ended March 31, 2015
A) Cash Flows from Operating Activities:		
Net Profit before Tax	9,31,20,309	10,13,47,237
Adjustment for:		
Depreciation and Amortization Expenses	3,02,77,998	2,44,96,298
ESOP provision	17,27,879	11,87,631
Misc Exps Written off during the year	55,64,916	14,01,695
Dividend Income	-	-79,980
Finance Cost	5,94,12,476	7,50,66,984
Foreign Currency Translation Reserve	10,09,994	-1,95,930
Provision for Income Tax Written Back	-3,78,02,046	-4,69,29,834
(Profit) / Loss on Sale of Assets (Net)	9,30,191	-
Operating Cash Flows Before Changes in Assets & Liabilities	1542,41,717	15,62,94,101
Adjustments for Changes in Assets and Liabilities:		
(Increase) / Decrease in Trade Receivables	-19,63,22,155	-7,71,70,750
(Increase) / Decrease in Other Receivables	-6,78,36,238	-1,27,34,576
(Increase) / Decrease in Inventories	-30,23,94,551	-6,64,59,449
Increase / (Decrease) in Trade and Other Payables	12,17,54,450	-92,46,286
Increase / (Decrease) in Provisions	-1,73,90,020	3,67,97,912
Changes in Assets & Liabilities	-4621,88,515	-12,88,13,149
Cash Generated from Operations	-3079,46,798	2,74,80,952
Taxes Paid	-	25,00,000
Net Cash Flow from / (Used in) Operating Activities: (A)	-3079,46,798	- 2,49,80,952
B) Cash Flows from Investing Activities:		
Purchase of Tangible Assets	-5,44,09,762	-4,92,09,140
Proceeds from Sale of Fixed Assets	14,40,620	9,68,318
Acquisition / Subscription / Investment in Subsidiaries / Associates / Joint Venture	3,48,032	3,48,221
Advances to Parties	75,00,000	4,45,312
Dividend Income	-	79,980
Change in book value of Fixed Assets due to translation of forex	53,019	
Net Cash Flow from / (Used in) Investing Activities (B)	-450,68,091	-4,73,67,309
C) Cash Flows from Financing Activities:		
Receipts from Issue Of Shares	3,94,750	9,60,00,000
Issue Expenses Incurred		-69,66,611
Receipts from Long Term Borrowings	2,40,16,522	29,16,763
Payment for Long Term Borrowings	-6,26,97,506	-6,09,26,452
Short Term Borrowings (Net)	45,49,72,449	13,60,28,359
Dividend Paid	-67,95,000	-99,90,008
Taxes on Dividend Paid	-13,83,326	-16,97,793
Interest and Other Finance Charges Paid	-5,94,12,476	-7,50,66,984
Adjustment due to change in holding	-4,49,625	6,51,496
Net Cash Flow from / (Used In) Financing Activities (C)	34,86,45,789	8,09,48,770

■ Consolidated Financial Statements

Net Increase / (Decrease) in Cash and Cash Equivalents	-43,69,100	5,85,62,413
(A + B + C)		
Add: Balance as at the beginning of the year	11,07,53,111	5,21,90,698
Balance as at the end of the year	10,63,84,011	11,07,53,111

Notes:

- 1) Figures in brackets indicate Cash Outflow
- 2) The above Cash Flow Statement has been prepared under the indirect method set out in AS-3 'Cash Flow Statement' notified under the Companies (Accounting Standard) Rules, 2006 (as amended)
- 3) Finance Cost includes processing fees of loan, interest paid on Term Loan & Vehicle Loan
- 4) Previous Year figure have been regrouped and recast wherever necessary to conform to the current year classification

For Shah Baheti Chandak & Co.

Chartered Accountants

FRN 109513W


Ashok Chandak
 (Partner)

M. No.: 030828

Place: Nagpur
Date: 28/05/2016

For and on behalf of the Board of Directors


Mr. Sameer Meghe
 (Vice Chairman)


CA Dinesh Singh
 (Chief Financial Officer)


CA Amit Somani
 (Managing Director)


CS Jinesh Vora
 (Company Secretary)


■ Consolidated Financial Statements

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS**I. Corporate Information:**

ADCC Infocad Limited, ("AIL" or the "Company"), a publicly held Company together with its subsidiaries ADCC Infocom Private Limited, India (AIPL), ADCC Academy Private Limited, India (AAPL), AI Instruments Private Limited, India (AIPL), ADCC International East Africa Ltd, Kenya (AIEAL) and ADCC Technology Zambia Limited, Zambia (ATZL) (Collectively, 'the Group') is primarily engaged in the Engineering Design /GIS Solutions, E-Business, Education services and other IT related services.

II. Basis of Consolidation:**a) Basis of Preparation of Financial statements**

i) The Consolidated Financial Statements (CFS) have been prepared in accordance with the Accounting Standard 21 (AS-21), "Consolidated Financial Statement" issued by the Institute of Chartered Accountants of India.

ii) The CFS includes the financial statements of ADCC Infocad Ltd. and all its Subsidiaries.

iii) The Financial Statements of the 2 foreign subsidiary companies used in the preparation of the CFS are drawn up to the same reporting date of the Company i.e. 31st March 2016 though the respective subsidiary companies have different accounting year and accounts are prepared for the same period.

iv) The information on subsidiary companies whose financial statements are consolidated is given below.

Particulars Country of Incorporation Extent of Interest during the Financial Year

Sr No.	Particulars	Country of Incorporation	Extent of Interest	Financial Year
			94.80%	01.04.2015 to 25.09.2015
1	ADCC Infocom Private Limited	India	100.00%	26.09.15 to 31.03.2016
			94.8%	01.04.2015 to 25.09.2015
2	ADCC Academy Private Limited	India	100.00%	26.09.15 to 31.03.2016
			90%	01.04.2015 to 27.09.2015
3	AI Instruments Private Limited	India	100.00%	28.09.2015 to 31.03.2016
			94.99%	01.04.2015 to 27.09.2015
4	ADCC Tech Limited	India	100.00%	28.09.2015 to 31.03.2016
5	ADCC International East Africa Ltd	Kenya	90%	01.04.2015 to 31.03.2016
6	ADCC Technology Zambia Limited	Zambia	90%	01.04.15 to 31.03.2016

v) The Company has invested in the Joint Venture as defined in Accounting Standard 27 (AS-27) "Financial Reporting of interests in Joint Ventures" issued by the Institute of Chartered Accountants of India.

b) Principles of Consolidation:

vi) The Financial Statements of the Company & its subsidiary companies have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and transactions resulting in unrealized profits or losses.

vii) The CFS have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to in the same manner as the Company's separate financial statements. except in respect of accounting policies of depreciation/ amortisation and retirement benefit where it was not practicable to use uniform accounting policies in case of certain subsidiaries. The amount of impact is not material.

■ Consolidated Financial Statements

viii) The excess of cost to the Company of its investment in subsidiary company over the Company's portion of equity of the subsidiary as at the date on which investment in subsidiary is made, is recognized in the financial statement as Goodwill. The excess of Company's share of equity and reserve of the subsidiary company over the cost of acquisition is treated as Capital Reserve.

ix) Unaudited financial statement of ADCC International East Africa Ltd. Duly translated in INR being subsidiaries have been considered for consolidation.

x) In case of foreign subsidiaries revenue items (except depreciation on fixed assets for the year) have been consolidated at the average rate prevailing during the period. All assets and liabilities are converted at rates prevailing at the end of the period. The exchange difference arising out of translation is debited or credited to Foreign Currency Translation Reserve shown under Reserves and Surplus.

xi) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the shareholders of the Company.

III. Investments other than in Subsidiaries have been accounted as per Accounting Standard 13 (AS-13) on "Accounting for Investments".**IV. Significant Accounting Policies:****1. Basis of Preparation:**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards specified under section 143(10) and other relevant provisions of the Companies Act, 2013.

2. Use of estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful debts, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets. Future results could differ due to changes in these estimates and the difference between the actual results and the estimates are recognized in the period in which the results are known / materialize.

3. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sales of Software:

Revenues from the sale of equipment and software Licenses are recognized upon delivery, which is when title passes to the customer.

Sale of Software Development & Services:

Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognized over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognized when probable.

Power Generation Income:

Power generation income was recognized on the basis of electrical units generated and eligible to be adjusted against the units billed by the concerned authorities.

Other Income

Dividends are recorded when the right to receive payment is established.

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable. All Other Incomes are recognized and recorded on accrual basis following Indian GAAP.



■ Consolidated Financial Statements

4. Fixed assets, Depreciation, Capital Work in progress (CWIP):

Fixed assets are stated at cost, less accumulated depreciation. Cost comprises of purchase price including incidental expenses relating to acquisition and installation. Fixed asset exclude individual asset costing less than Rs.5, 000 or less which are not capitalized except when they are part of a larger capital investment.

The company provides depreciation on straight line methods as per the rate and in the manner prescribed in Schedule II of the Companies Act, 2013 Depreciation on fixed assets is provided on pro-rate-basis with reference to the date of addition.

Expenditure incurred during the construction period is treated as Capital Work in progress and allocated to assets as and when the assets are put to use.

5. Investment:

Investments are classified into current investments and Long term Investments. Current investments are carried at lower of cost and fair value. Long-term investments are stated at cost. Provision for diminution is made if necessary to recognize a decline, other than temporary in the value thereof.

6. Inventories:

Inventory is carried at the lower of cost and net realizable value. Cost includes all expenses incurred in bringing the goods to their present location and condition and is determined on a First in First out Basis (FIFO). Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

7. Tax on Income:

Provision for current tax is made on the basis of estimated taxable income and respectively for the current accounting period in accordance with the provisions of Income Tax Act, 1961.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that Company will pay normal income tax. Accordingly MAT is recognized as an asset in Balance Sheet when it is probable that future economic benefits associated with it will flow to the company.

Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future. In situation where the company has carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

8. Employee Benefit:**Short term Employee Benefit**

Short Term Employees Benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related services is rendered.

Post Employment benefit plans

Company's contribution paid/payable during the year to Provident Fund, Employees State Insurance Corporation are recognized in the Statement of Profit and Loss.

Contribution to all defined contribution retirement benefit schemes are recognized as an expense when employees have rendered services entitling them to such benefit. There are no undefined retirement plans.

9. Share-based payments

The company accounts for equity settled stock options as per the accounting treatment prescribed by Securities and Exchange Board of India (share based employee benefits) Regulations, 2014 and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India using the intrinsic value method.

10. Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of that assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

■ Consolidated Financial Statements

11. Prior Period Items

Prior period expenses/income are accounted under the respective heads. Material items, if any, are disclosed separately on the face of Profit and loss account/by way of note.

12. Earning per share:

Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is calculated by dividing the net profit and loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

13. Provisions, Contingent Liabilities and Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements. Provisions for bad and doubtful debts are assessed by the management at each balance sheet date to assess whether it is adequate. Short/ Excess provisions is made/ written back on the basis of such management.

The carrying amounts of the assets belonging to each cash generating unit ("CGU") are reviewed at each balance sheet date to assess whether they are recorded in excess of their recoverable amounts and where carrying amounts exceed the recoverable amount of the asset's CGU, assets are written down to their recoverable amount. Recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognised in prior accounting periods is reversed if there has been a change in estimates of recoverable amount. The carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

14. Cash & Cash Equivalents

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, cheques on hand and short-term investments IN Banks in the form of Fixed Deposits with an original maturity of three months or less. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

15. Segment Reporting

Company has identified two reporting divisions: 1) Enterprise Geospatial & Engineering Solution and Products, 2) Academy and 3) Power Division. The figures of Segments have been reported in the notes to accounts accompanying financial statements.

16. Other Accounting Policy:

These are consistent with the generally accepted accounting practices.



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ADCC INFOCAD LTD.

Notes Forming Part of Consolidated Financial Statement as on 31.03.2016

Note : 2 Share Capital			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	AUTHORIZED CAPITAL		
	10,00,00,000 Equity Shares of Rs. 10/- each.	10,00,00,000	10,00,00,000
		10,00,00,000	10,00,00,000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL		
	"90,99,475 Equity Shares of Rs. 10/- each, Fully Paid up (Previous Year: 90,60,000 Equity Shares of Rs. 10/- each, Fully Paid up)"	9,09,94,750	9,06,00,000
	Total	9,09,94,750	9,06,00,000
2.1	Reconciliation of Nos. Of Shares		
		C.Y.	P.Y.
	Number of Equity Shares at the beginning of FY	90,60,000	66,60,000
	Add:- Number of Shares Issued	39,475	24,00,000
	Number of Equity Shares at the end of FY	90,99,475	90,60,000
2.2	Below are the name of the shareholders holding more than 5% of Shares		
		As at March 2016	
	Name	No.of Shares	Percentage of Holding
	SMG International Pvt. Ltd.	10,40,000	11%
	Raghav Infradevelopers & Builders Pvt. Ltd.	21,30,000	23%
	AKS Infradevelopers Pvt. Ltd.	11,60,000	13%
	SMG Hospitals Pvt. Ltd.	12,40,000	14%
2.3	Terms/Rights attached to each class of shares:		
	The Company has only one class of equity shares having face value of Rs. 10 per share each holder of equity share is entitled of one vote per share		
Note : 3 Reserve & Surplus			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Security Premium Reserve	7,20,00,000	7,20,00,000
		7,20,00,000	7,20,00,000
2	General Reserve	19,29,864	34,12,000
3	Capital Reserve	-	-
4	Foreign Exchange Translation reserve	4,87,581	-5,22,412
5	Surplus Statement of Profit & Loss	-	-
	Opening Balance	20,14,15,885	14,19,92,172
	Add : Adjustment due to change in holding/other adjustment	30,76,512	6,65,009
	Add: i) Addition during the year	4,52,33,527	6,02,40,840
	Less: i) Provision for Dividend	90,99,475	-
	ii) Provision for dividend tax	18,52,471	-
	Less : i) Accumulated losses of Minority	-	-
	i i) Adj. as per Companies Act 2013	-	14,82,136
	Closing Balance of Statement of Profit & Loss	23,87,73,978	20,14,15,885
6	Stock Option Outstanding Account	29,15,510	11,87,631
	Total	31,61,06,933	27,74,93,103

■ Consolidated Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Consolidated Financial Statement as on 31.03.2016

Note : 4 Long Term Borrowings			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Loans & Advances From Banks		
	Secured Loan:		
	Term Loans:		
a	Term Loan against hypothecation of Building & Plant and Machinery	10,49,01,697	8,18,45,549
b	Term Loan against hypothecation of Vehicle	73,12,645	63,52,270
c	Other Term Loan	2,03,61,769	4,26,58,674
	Total	13,25,76,11	13,08,56,493

Sch : 5 Other Long Term Liabilities

Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
I	Trade Creditors:		
	For Goods & Expenses	-	8,89,539
II	Others:		
	Security Deposit Collected from Contractor	-	7,06,018
	Security Deposit Collected from Rent	-	-
	Total	-	15,95,557

Sch : 6 Short Term Borrowing

Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
I	Secured		
	(a) Working Capital Loan from Bank	48,38,40,961	36,52,80,877
	(b) Loan Against FDR (Against security of FDR provided by Related Party)	1,18,45,091	-
II	Unsecured Loans		
	(a) From Others	24,09,34,375	1,00,00,000
	(b) From Related parties	9,36,32,899	-
	Total	83,02,53,326	37,52,80,877

Note : 7 Trades Payable

Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Total Outstanding dues to Micro Enterprises & Small Enterprises	-	-
2	Total Outstanding Dues of Creditors Other than Micro Enterprises & Small Enterprises		
a	For Goods	16,75,20,669	9,03,21,407
b	For Expenses	4,27,37,680	-
3	Duties & Taxes	-	1,44,88,854
	Total	21,02,58,348	10,48,10,262



■ Consolidated Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Consolidated Financial Statement as on 31.03.2016

Note : 8 Other Current Liabilities			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Current Maturities of Long Term Advances	2,20,79,953	6,08,84,997
2	Advances from Customers	9,19,154	-
3	Other Credit Balances	82,16,220	1,70,51,428
4	Advance from Students	45,15,567	30,61,085
5	Provident Fund Payable	17,45,797	
6	E.S.I.C Payable	5,21,542	
7	Professional tax payable	1,16,190	
8	Taxes Payable	85,08,379	
9	Premium & Contribution towards Gratuity Fund	66,74,606	
10	Security Deposit Collected	59,66,908	7,65,487
	Total	5,92,64,316	8,17,62,997

Note : 9 Short Term Provisions

Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	For Expenses		
a	Provision For Employees Benefit	1,96,11,378	18,58,714
b	E.S.I.C Payable	-	4,41,558
c	Professional Tax Deducted Payable	8,250	7,000
d	Salary & Allowance Payable A/c	21,17,445	1,88,71,907
2	Others:		
a	Service Tax	-	79,200
b	Provision for Income tax	4,23,30,711	3,82,46,797
c	Provision for Expenses	4,21,59,151	5,72,54,245
	Total	10,62,26,935	11,67,59,421

■ Consolidated Financial Statements

ADCC INFOCAD LTD.

SCHEDULES TO THE BALANCE SHEET AS AT 31st MARCH 2016

Note : 10 Fixed Assets													
Sr. No	Particulars	Life of asset	GROSS BLOCK			DEPRECIATION				NET BLOCK			
			Gross Block as at 01.4.2015	Addition during the year	Deduction during the year	Gross Block as at 31.03.2016	Depreciation as at 01.04.15	Addition during the year	Deduction during the year	Depreciation as at 31.03.2016	Transfer to General Reserve	WDV as at 31.03.2016	WDV as at 31.03.2015
	(A) Tangible Assets												
1	Building	60	2,94,25,392	40,26,244	-	3,34,51,636	23,25,043	4,70,587	-	27,95,630	-	3,06,56,007	2,71,00,350
2	Furniture & Fixtures	10	2,88,66,598	65,55,173	60,340	3,53,61,431	76,87,609	27,90,448	39,507	1,04,38,550	-	2,49,22,881	2,11,78,989
3	Plant & Machinery	15	1,41,49,985	2,76,656	-	1,44,26,641	28,35,974	9,64,826	-	38,00,800	-	1,06,25,841	1,13,14,011
4	Plant & Machinery	22	14,65,51,009	-	-	14,65,51,009	2,51,27,201	62,85,851	-	3,14,13,052	-	11,51,37,957	12,14,23,808
5	Computer Systems and Software	3	3,79,89,728	184,18,188	6,58,534	5,57,49,382	2,80,40,279	57,60,593	6,58,534	331,42,337	1,93,168	2,24,13,876	97,56,281
6	Computer Systems and Software	6	2,11,74,969	14,53,535	-	2,26,28,504	1,01,20,223	20,20,796	-	1,21,41,019	-	1,04,87,485	1,10,54,746
7	Office Equipments	5	3,67,16,488	55,44,062	73,500	4,21,87,050	1,02,12,795	76,82,083	33,940	1,78,60,938	12,88,967	2,30,37,144	2,52,14,726
8	Electrical Installation	10	46,01,848	11,20,482	-	57,22,330	9,53,489	4,95,737	-	14,49,226	-	42,73,104	36,48,359
9	Leasehold Land		94,31,430	-	-	94,31,430	-	-	-	-	-	94,31,430	94,31,430
10	Vehicle	8	2,53,90,083	52,67,769	31,68,135	2,74,89,717	60,98,689	30,04,740	11,48,419	79,55,010	-	1,95,34,707	1,92,91,394
11	Vehicle	10	6,25,941	-	-	6,25,941	84,301	59,457	-	1,43,758	-	4,82,183	5,41,640
12	Vehicle	5	-	85,955	-	85,955	-	12,768	-	12,768	-	73,187	-
13	Generator	15	3,30,144	-	-	3,30,144	1,76,894	25,146	-	2,02,040	-	1,28,104	1,53,250
14	Plant & Machinery - Solar	20	-	1,17,18,000	-	1,17,18,000	-	1,525	-	1,525	-	1,17,16,475	-
			35,52,53,615	5,44,66,064	39,60,509	40,57,59,170	9,36,62,495	2,95,74,556	18,80,400	12,13,56,651	14,82,136	28,29,20,383	26,01,08,984
15	Furniture & Fixtures	10	18,47,779	-	-	18,47,779	4,08,778	1,72,311	-26,462	6,07,551	-	12,40,228	14,39,001
16	Computer Systems and Software	3	9,19,214	-	-	9,19,214	5,66,879	2,85,762	-6,479	8,59,120	-	60,094	3,52,335
17	Office Equipments	5	10,10,739	-	-	10,10,739	3,94,535	1,88,509	-11,332	5,94,376	-	4,16,363	6,16,203
18	Electrical Installation	10	6,09,742	-	-	6,09,742	1,34,143	56,860	-8,746	1,99,749	-	4,09,993	4,75,599
19	Motor Car	8	3,25,446	-	3,25,446	-	34,744	-	-	-	-	-	2,90,702
			47,12,920	-	3,25,446	43,87,474	15,39,079	7,03,442	-53,019	22,60,796	-	21,26,678	31,73,840
	TOTAL (A)		35,99,66,535	5,44,66,064	42,85,955	41,01,46,644	9,52,01,574	3,02,77,998	18,27,381	12,36,17,447	14,82,136	28,50,47,061	26,32,82,824
	Capital Work in Progress		56,302	-	56,302	-	-	-	-	-	-	-	56,302
	TOTAL (B)		56,302	-	56,302	-	-	-	-	-	-	-	56,302
	TOTAL (A+B) (Current Year)		36,00,22,837	5,44,66,064	43,42,257	41,01,46,644	9,52,01,574	3,02,77,998	18,27,381	12,36,17,447	14,82,136	28,50,47,061	26,33,39,126



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ADCC INFOCAD LTD.

Notes Forming Part of Consolidated Financial Statement as on 31.03.2016

Note : 11 Non Current Investment			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Investment in Equity Instrument		
	Unquoted:		
	Abhyudaya Co Operative Bank Ltd. (50000 Shares of Rs. 10 each)	5,00,000	5,00,000
2	Investment in Joint Venture :		
	ADCC Infocad Private Limited JV Sap Control Systems	4,60,918	8,08,950
	Total	9,60,918	13,08,950

Note : 12 Long Term Loans and Advances			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Security Deposit		
	Unsecured, Considered Good :	37,50,000	37,50,000
2	Others		
	Unsecured, Considered Good :		
	Advance to MVNL	15,58,592	15,58,592
	Advance to Valecha Badwani Sendhwa Tollways Ltd	2,50,00,000	3,25,00,000
	Total	3,03,08,592	3,78,08,592

Note : 13 Other Non Current Assets			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Long Term Trade Recievables		
	a) Unsecured, Considered Good : (trade receivable more than 12 months)	-	4,01,35,154
2	Others:		
	MAT Credit Entitlement Account	21,55,284	21,55,284
	Total	21,55,284	4,22,90,438

Note : 14 Inventories			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Traded Goods	11,34,66,482	9,01,16,113
2	Work in Progress	47,18,26,469	19,27,82,287
	Total	58,52,92,951	28,28,98,400

Note : 15 Trade Recievables			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Outstanding for more than six months		
	Unsecured, Considered Good :	14,38,70,948	5,00,63,385
2	Others		
	Unsecured, Considered Good :	43,91,15,556	29,64,65,810
	Total	58,29,86,504	34,65,29,195

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ADCC INFOCAD LTD.

Notes Forming Part of Consolidated Financial Statement as on 31.03.2016

Note : 16 Cash & Cash Equivalent			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Bank Balance:-		
	In Current accounts	2,72,28,760	4,46,38,432
	Sub Total (A)	2,72,28,760	4,46,38,432
2	Cash on Hand	3,37,264	19,73,363
	Sub Total (B)	3,37,264	19,73,363
3	Balance with Bank in the form of Fixed Deposits:		
(a)	Against Bank Guarrantee		
	Less than 12 months maturity	3,51,26,224	2,62,60,527
	More than 12 months maturity	1,62,41,054	2,24,65,236
	Sub Total (C)	5,13,67,278	4,87,25,763
(b)	Others		
	Less than 12 months maturity	2,74,50,709	1,00,04,827
	More than 12 months maturity	-	54,10,726
	Sub Total (D)	2,74,50,709	1,54,15,553
	Total [A + B + C + D]	10,63,84,011	11,07,53,110

Note:17 Short Terms Loans and Advances			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	To related Parties		
	Locate IT	7,31,259	6,62,034
2	Other Debit Balances		
	Unsecured, Considered Good :		
1	Deposits with Landlord	41,57,426	40,60,558
1	Advances to Employees	11,34,150	17,90,484
2	Advances to parties	1,06,43,304	99,42,787
3	Security Deposit	4,89,25,941	3,21,19,136
4	Other Debit Balances	63,45,408	1,47,54,152
	Total	7,19,37,488	6,33,29,151

Note : 18 Other Current Assets			
Sr No.	Particulars	As on 31st March 2016	As on 31st March 2015
1	Pre- Paid Expenses	1,18,46,494	1,27,98,843
2	Interest & other Receivable A/C	1,26,91,596	80,17,661
3	Commercial Tax & Vat Credit	1,24,22,771	60,65,612
4	CENVAT credit	42,36,412	3,56,919
5	Advance Tax / Tax Deducted at Source	5,03,60,714	4,23,85,379
6	Retention amount Receivable	4,17,52,471	44,58,143
	Total	13,33,10,457	7,40,82,555



■ Consolidated Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Consolidated Financial Statement as on 31.03.2016

Note : 19 Revenue from Operations (Net of Taxes)			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Sales of Product	32,05,96,412	25,98,06,312
2	Sales of Services	94,01,59,448	79,91,21,344
3	Other Operating Revenues	7,98,74,165	2,00,16,718
	Total	1,34,06,30,026	10,7,89,44,374

Note : 20 Other Income			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Interest Received	70,83,945	50,68,242
2	Miscellaneous Receipts	32,41,113	22,07,861
3	Exchange Rate Fluctuation	14,91,185	8,57,445
4	Dividend Received	-	79,980
5	Share of Profit from Joint Venture	-3,18,810	-6,73,864
6	Bad Debts Recovered	3,28,546	6,564
7	Rent Received	9,42,500	-
8	ATC Registration	10,176	2,43,762
	Total	1,27,78,655	77,89,990

Note : 21 Employees Benefit Expenses			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Salaries, Wages and Incentives	31,75,65,850	26,35,79,020
2	Provident Fund	1,25,37,609	98,79,321
3	ESIC	45,26,975	39,48,632
4	Labour Welfare Fund	11,124	27,704
5	Staff Welfare Expenses	42,41,846	8,80,753
6	Employee Compensation Expenses	17,27,879	11,87,631
7	Gratuity Fund	82,87,606	23,94,297
	Total	34,88,98,889	28,18,97,358

Note :22 Finance Cost			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Bank Commision & Charges	95,82,565	76,46,082
2	Interest on Cash Credit Limit	4,32,91,987	3,24,12,115
3	Interest on Term Loans	2,09,77,603	3,01,46,800
4	Interest on Vehicle loan	10,98,430	10,56,680
5	Processing Fees	23,62,479	7,82,248
6	Interest on Unsecured Loans	3,49,73,964	30,23,059
	Total	11,22,87,028	7,50,66,984

■ Consolidated Financial Statements

ADCC INFOCAD LTD.

Notes Forming Part of Consolidated Financial Statement as on 31.03.2016

Note : 23 Other Expenses			
Sr No.	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
1	Consultancy Charges	2,34,56,387	2,81,53,662
2	Books And Periodicals	2,38,872	31,940
3	Director Remuneration	1,21,80,000	1,12,50,000
4	Training Expenses	1,11,16,635	2,84,20,144
5	Royalty Charges	5,20,269	-
6	Printing And Stationery Expenses	35,58,754	29,94,086
7	Power & Fuel Expenses	47,48,086	40,55,254
8	Rent	2,56,36,595	1,95,91,139
9	Repairs and Maintenance to building	2,45,435	23,28,712
10	Repairs and maintenance-Others	78,25,180	36,94,500
11	Insurance Expenses	32,99,629	19,98,860
12	Conference & Publicity Exp.	-	4,14,848
13	Advertisement & Business Promotion Expenses	1,30,53,531	1,09,64,302
14	Commission & Brokerage	31,86,066	7,49,210
15	Statutory Audit Fees	6,07,716	5,82,291
16	Travelling Expenses	3,81,89,447	3,57,14,110
17	Telephone & Mobile Charges	54,42,237	16,84,984
18	Rates & Taxes	40,38,822	18,38,222
19	Postage & Courier Charges	10,89,986	8,37,100
20	Legal & professional charges	1,68,68,655	82,37,506
21	On Site Expenses	-	2,54,65,473
22	Tender Registration Expenses	10,81,004	14,70,906
23	Freight & Transportation	-	4,85,130
24	Esop Scheme Expenses	-	2,50,000
25	REC and Other Charges(Wind Power)	2,93,130	12,369
26	IPO Expenses W/off	51,18,268	13,01,767
27	Security Expenses	30,28,419	11,94,388
28	Office Expenses	48,33,250	-
29	Foreign Exchange Fluctuation Loss	5,63,872	78,728
30	Loss on Sale of Assets	8,69,798	-
31	CSR Activity Expenses	19,05,818	11,34,884
32	Director Siting Fees	62,000	37,000
33	Accounts Written Off	1,66,30,100	11,94,568
34	Hotel Expenses	7,94,535	-
35	Interest Others	23,70,944	14,29,112
36	Other Expenses	15,43,979	61,30,392
	Total	21,43,97,417	20,37,25,588



■ Consolidated Financial Statements

ADCC INFOCAD LTD. (Consolidated)

Notes Forming Part of Consolidated Financial Statement as on 31.03.2016

Note No.	Particulars	Amount in Rs.	
		Amount as at 31st March 16	Amount as at 31st March 15
24	Contingent Liabilities & Commitments (to the extent not provided for): Bank Guarantee Issued	22,42,22,097	20,56,18,890
	Estimated amount of contracts remaining to be executed on Capital Account	Nil	Nil
25	Auditors Remuneration (Excluding Service Tax)		
	For Audit	5,02,500	3,15,000
	For IPO Related Certifications	-	5,00,000
	For Taxation Related Matters	2,76,750	2,10,000
	For Other Services	72,500	1,37,500

26 SECURED LOANS:**a. Term Loan:**

Term Loan has been secured against hypothecation of Building, Plant & Machineries, Computers, Equipments, Furniture & Fixtures etc. and personal guarantee of all Executive directors of the Company.

Vehicle Term Loan has been secured against hypothecation of Vehicles.

b. Working Capital Limit:

Working Capital Limit has been secured against hypothecation of Book Debts, Stock, Work in progress and personal guarantee of Executive directors of the Company.

27 Provision for Taxation:

Current tax provision for the financial year is at Rs. 41885960 /- (P.Y.Rs.2,87,61,037/-)

28 Interim & Final Dividend for Current Financial Year:

During the current Financial Year the Board of Directors has Proposed Dividend on Equity Shares 10% amounting to Rs.90,99,475/-

The Dividend declared at AGM and paid during the year is Rs.67,95,000/- for the financial year 2014-15

29 Quantitative Details:

Description	Opening Stock	Purchase during the year	Sales during the year	Closing stock
Software & Hardware	557	5006	5498	65

30 Expenditure in Foreign Currencies:

The Company has incurred expenditure in foreign currency on account of services amounting to Rs.22,64,411/- during the current financial year. (P.Y. Expenses on account of services Rs. 24,96,018/-)

31 Earning in Foreign Currencies:

The company has earned Rs 14,23,276/- (17911 USD & 358195 KES) [Previous year -2,81,915/- (4668 USD) on account of accrued interest] on account of sales and incentives which has been shown in other income in books of accounts during the current financial year.

■ Consolidated Financial Statements

32 Group Gratuity

The company has obtained for Group Gratuity Scheme for Employees from LIC. All the eligible employees are entitled for benefits in accordance with the Payment of Gratuity Act, 1972. The contribution assessed by LIC is considered as expenses and provided for. The following table summarize the component of net benefit expenses recognized in the statement of profit and loss account.

Particulars	2015-2016	2014-2015
Current Service Cost	23,32,093	10,48,786
Additional Contribution for Existing fund	41,53,815	12,29,402
LIC Premium	1,64,802	1,03,324
Service Tax	23,896	12,771
Total	66,74,606	23,94,283
Accrued Present Value of Benefit	1,20,63,391	39,99,968
Fund Value with the LIC	79,09,576	39,99,968

The principal assumption for determining gratuity obligation as provided by LIC are as under:-

Particulars	2015-2016	2014-2015
Discount Rate	8%	8%
Salary Escalation	7%	5%

LIC has used projected unit credit method for actuarial valuation, which is based upon their experience of the scheme and above assumption.

33 Information about Business Segments:

The company recognises two business segments i) Enterprise Geospatial & Engineering Solution and Products (EES) and ii) Power Generation (Power) division. The necessary information is as under:

Sr. No	Particulars	EES		Academy		Power		Consolidated	
		2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015
1	Revenue								
(a)	External Sales (Gross)	1,24,80,38,080	1,00,56,67,701	5,30,80,075	5,51,83,455	2,67,94,090	1,80,93,218	1,32,79,12,246	1,07,89,44,374
(b)	Inter-Segment Sales	-	-	-	-	-	-	-	-
(c)	Total Revenue	1,24,80,38,080	1,00,56,67,701	5,30,80,075	5,51,83,455	2,67,94,090	1,80,93,218	1,32,79,12,246	1,07,89,44,374
2	Results								
(a)	Segment Result	11,30,06,569	9,43,41,380	(95,07,890)	(1,62,031)	24,00,285	(6,22,103)	10,58,98,964	9,35,57,246
(b)	Other Income	1,26,98,674	77,66,727	79,981	23,263	-	-	1,27,78,655	77,89,990
(c)	Total Segment Result	10,01,47,933	10,21,08,107	(94,27,909)	(1,38,768)	24,00,285	(6,22,103)	9,31,20,309	10,13,47,236
(d)	Profit before tax	10,01,47,933	10,21,08,107	(94,27,909)	(1,38,768)	24,00,285	(6,22,103)	9,31,20,309	10,13,47,236
(e)	Provision for Income Tax							4,18,85,960	2,88,99,809
(f)	Deferred Tax Liability							60,00,822	(1,38,772)
(g)	MAT (Credit)/Utilized							-	32,38,999
(h)	Profit after Tax							4,52,33,527	6,93,47,200

Sr. No	Particulars	EES		Academy		Power		Consolidated	
		2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015
3	Other Information								
(a)	Segment Assets	1,64,75,79,285	1,08,25,70,132	1,08,88,395	46,35,171	13,99,15,593	14,06,99,131	1,79,83,83,273	1,22,79,04,434
(b)	Segment Liabilities	1,21,28,06,023	70,03,13,099	3,93,43,257	88,52,256	13,97,25,171	14,91,94,845	1,39,18,74,451	85,83,60,200
(c)	Net Worth	42,05,56,255	38,10,57,033	(1,36,44,994)	(30,17,085)	1,90,422	(84,95,714)	40,71,01,683	36,95,44,234
(d)	Depreciation	2,35,21,772	1,80,75,144	4,70,276	1,35,303	62,85,950	62,85,851	3,02,77,998	2,44,96,298



■ Consolidated Financial Statements

34 Related Party Disclosures:

(a) List of Related Parties and their relationships:

Particulars	Relationship
Mr. Sagar Meghe	Key Managerial Personnel
Mr. Sameer Meghe	Key Managerial Personnel
Mr. Amit Somani	Key Managerial Personnel
Mr. Abhay Kimmatkar	Key Managerial Personnel
Mr. Dinesh Kumar Singh	Key Managerial Personnel
Mr. Jinesh Vora	Key Managerial Personnel
Mrs. Shalinitai Meghe	Relative of Key Managerial Personnel
Smt. Smita Meghe	Relative of Key Managerial Personnel
Ms Radhika Meghe	Relative of Key Managerial Personnel
Mrs. Sheetal Somani	Relative of Key Managerial Personnel
Mrs. Jayshree Kimmatkar	Relative of Key Managerial Personnel
Primus Finance Pvt. Ltd.	Enterprise in which Key Managerial Personnel exercises control
Raghav Infra Developers & Builders Pvt Ltd	Enterprise in which Key Managerial Personnel exercises control

(b) Transactions during the year with the Related Parties:

Particulars	Amount in Rs.					
	Enterprise in which Key Managerial Personnel exercises control/ Subsidiaries		"Key Management Personnel"		Relatives of Key Management Personnel	
	Transactions	Closing Balance	Transactions	"Closin Balance"	Transactions	"Closing Balance"
Managerial Remuneration	-	-	1,21,80,000	-	-	-
Remuneration of Key Mangerial Person	-	-	25,62,500	-	-	-
Professional Fees	-	-	-	-	41,75,000	-
Rent paid	3,18,938	-	16,44,600	-	67,75,075	-
Loans	9,80,00,000	9,30,00,000				
Interest and other finance charges	1,03,99,931					

35 Basis for calculation of Basic & Diluted Earnings per Share is as under:

Particulars	Amount in Rs.			
	Basic		Diluted	
	2015-2016	2014-2015	2015-2016	2014-2015
Weighted Average No. of Equity Shares (Nos.)	90,63,290	90,60,000	92,02,213	92,42,420
Nominal Value of each Equity Share (Rs.)	10.00	10.00	10.00	10.00
Profit as per Statement of Profit & Loss (Rs)	4,52,33,527	6,56,30,176	4,52,33,527	6,56,30,176
Basic & Diluted Earnings per Share (Rs.)	4.99	7.24	4.92	7.10

■ Consolidated Financial Statements

36 Deferred Tax Working:

Consequent to the standard on accounting for taxes on income the company calculated the deferred tax liability for the year ended on 31.3.2014 and the same has been provided in the books of accounts of the company.

Particulars	Amount in Rs.	
	2015-2016	2014-2015
Opening Deferred Tax Liability	4,72,94,593	4,74,33,365
Addition during the year on account of Timing difference	60,00,822	(1,38,772)
Closing Deferred Tax Liability	5,32,95,415	4,72,94,593

37 MAT Credit Working:

Particulars	Amount in Rs.	
	2015-2016	2014-2015
Opening MAT Credit Available	21,55,284	53,94,283
Addition (Utilized) during the year	-	(32,38,999)
Closing MAT Credit available	21,55,284	21,55,284

38 Previous year comparative figures:

Previous year figures are regrouped/rearranged wherever necessary.

39 The balances from debtors, creditors and other parties are subject to confirmation.**40 Dues to Micro Small and Medium Enterprises**

As at March 31, 2016, there is no outstanding to micro and small enterprises (Rs. Nil outstanding as at March 31, 2015).



■ MD and CFO Compliance Certificate

MD and CFO Compliance Certificate

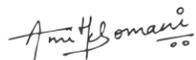
We, to the best of our knowledge and belief, certify that :

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2016 and to the best of our knowledge and belief :

 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
 - i. There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors


CA Amit Somani
 (Managing Director)


Mr. Dinesh Singh
 (Chief Financial Officer)

Place: Nagpur
 Date: 03rd September, 2016

■ Corporate Governance Report

Report on corporate governance 2015-16

"ETHICS IS KNOWING THE DIFFERENCE BETWEEN WHAT YOU HAVE A RIGHT TO DO AND WHAT IS RIGHT TO DO."

- Potter Stewart

1) Company's Philosophy on code of Governance.

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We, at ADCC Infocad Limited, consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. Our Corporate Governance standards demonstrate inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct. At ADCC, the philosophy of Corporate Governance focuses on creating and sustaining a deep relationship of trust and transparency with all stakeholders. We believe in the principle that the culture of good governance stems from the top. The Company's philosophy of Corporate Governance stems from a belief that the Company's business strategy and plans should be consistent with the welfare of all its stakeholders, including shareholders. At the core of our corporate governance practice is an active, capable and diligent Board which sets the tone for good corporate governance. The Company is committed to sound Corporate Governance practices and compliance with all applicable laws and regulations in letter and spirit. The Board believes that combining the highest levels of ethical principles with our unmatched brand name, experience and expertise, will ensure that we continue to be the leading Company in our business area.

Your Company considers good Corporate Governance a pre-requisite for meeting the needs and aspirations of its shareholders and other stakeholders in the Company and firmly believes that the same could be achieved by maintaining transparency in its dealings, creating robust policies and practices for key processes and systems with clear accountability, integrity, transparent governance practices and the highest standard of regulatory compliance. Our Board of Directors ('the Board') shapes the long-term vision and policy approach to steadily elevate the quality of governance in our organization.

The Company believes that the essence of Corporate Governance lies in the phrase 'Your Company'. It is 'Your' Company because it belongs to 'you' – the shareholders. The Chairperson and Directors are 'Your' fiduciaries and trustees. Their objective is to take the business forward to maximize 'Your' long-term value.

We follow a defined guideline and an established framework of corporate governance. Our enlightened Board represents a confluence of experience and expertise. There is clear demarcation of duties and responsibilities among the position of the Chairman and Managing Directors & CFO to ensure best corporate performance and socio-economic value creation. Our governance conforms to global standards through continuous evaluation and benchmarking. The Corporate Governance Philosophy of the Company is driven by the following fundamental principles which ensure:

- Clear and ethical strategic direction and sound business decisions;
- Highest level of responsibility and accountability in dealing with various stakeholders of the Company;
- Prudent financial management;
- Timely dissemination of all price sensitive information and matters of interest to stakeholders through proper channel.



■ Corporate Governance Report

Codes & Policies

The Company strives to conduct its business and strengthen its relationships in a manner that is dignified, distinctive and responsible. It adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Accordingly, the following codes and policies were adopted to carry out duties in an ethical manner.

- Vigil Mechanism Policy
- Corporate Social Responsibility Policy
- Code of Conduct
- Documents Preservation & Archival Policy
- Code of Conduct & Fair Disclosure For Prohibition of Insider Trading
- Policy on Determination of Materiality of Events/Information
- Nomination & Remuneration Policy
- Policy for Determining Material Subsidiaries

Code of Conduct

The Company has laid down a comprehensive Code of Conduct ('Code') for its Board Members and Senior Management. The Code is available on the Company website at link: <http://www.adccinfocad.com/investors/Policies/ADCC%20INFOCAD%20LTD%20CODE%20OF%20CONDUCT.pdf> It ensures that all directors, senior management and employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. The Code was circulated to all members of the Board and Senior Management and they have affirmed compliance with the Code. A declaration signed by the Managing Director (MD) and Chief Financial Officer (CFO) to this effect is attached to the Annual Report.

2) Board of Directors ("Board")

The Company has a broad based Board of Directors, constituted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and in accordance with highest standards of Corporate Governance in its management, which ensures judicious mix of Directors that includes the Executive, Non-Executive and Independent Directors with a majority of Independent Directors so as to ensure proper governance and management.

The Corporate Governance principles of the Company have been formulated to ensure that the Board remains informed, independent and participates actively in the affairs of the Company. The Company also strives to enhance stakeholders' value by taking measures to continuously improve Corporate Governance standards.

The Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company which could have potential conflict with the interest of the Company at large. In Compliance with Section 165(1) of Companies Act, 2013 and Regulation 25(1) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, None of the Directors of the Company is a director on the board of more than 20 Companies (including 10 Public Limited Companies) or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Directors is a member of more than 10 Committees or act as Chairman of more than 5 Committees across all Companies in which they are Directors.

A. Size and Composition of the Board:

During the year under review, the Board of Directors of the Company had an optimum combination of Professional and Independent Directors with excellent knowledge and experience in various fields relating to the business activities of the Company.

As on March 31, 2016, the Company's Board comprises of Eight Directors – One Non-Executive Director, One Managing Director, One Joint Managing Director, One Whole Time Director and Four Non- Executive & Independent Directors. No directors are related to each other except Mr. Sagar Meghe and Mr. Sameer Meghe who are related to each other as brothers.

■ Corporate Governance Report

A brief particular of Board of Directors of the Company as on March 31, 2016 is given below:

Name of the Director	Category/ Designation	Director's Identification Number	Total Number of Directorships of companies, Committee Chairmanships and Memberships as on March 31, 2016*			
			Directorships		Member holding Chairmanship Position	Committee Memberships
			Public	Private		
Executive						
Mr. Sameer Meghe	Promoter, Whole Time Director	00127536	05	09	01	01
Mr. Amit Somani	Managing Director	00378635	02	05	-	03
Mr. Abhay Kimmatkar	Jt. Managing Director	01984134	02	-	-	01
Non- Executive						
Mr. Sagar Meghe	Promoter, Non-Independent Director	00127487	04	06	01	02
Mr. Chandrakant Tiwari	Independent Director	03610459	01	01	01	03
Mr. Arun Wankhede	Independent Director	06820023	01	01	02	03
Mr. George Thikathil Varkey Jacob	Independent Director	00421466	01	-	-	01
Mrs. Shrilekha Lanjekar	Independent Women Director	03592032	01	-	-	02

Notes

* Excluding Trust formed under Bombay Trust Act, Society, foreign companies and Government Bodies, if any.

The Directorship in Public Companies includes Directorship in Non-Profit Companies (Section-8 Companies), Company Limited by Guarantee and ADCC Infocad Limited.

B. Independent Directors

Considering the requirements of the skill sets on the board, eminent people having an independent standing in their respective field and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration ('NR') Committee, for appointment as Independent Directors on the Board. The NR Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the criteria set for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation and takes appropriate decision.

The Company has issued the formal letter of appointment to all the Independent Directors as prescribed under the provisions of the Companies Act, 2013 and the terms and conditions of their appointment has been uploaded on the website of the Company. In terms of Section 149(7) of the Companies Act, 2013, Mr. George Thikathil Jacob, Mr. Arun Wankhede, Mr. Chandrakant Tiwari and Mrs. Shrilekha Lanjekar, the Independent Directors have given a declaration to the Company that they meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013. Since the Company is registered under SME platform of BSE the requirement of conducting familiarization programmes of independent directors pursuant to Regulation 25(7) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 08th March, 2016, without the presence of the Chairman and Managing Director or Executive Director or other Non-Independent Directors or Chief Financial Officer or any other Management Personnel to review the performance of Non-independent Directors and the Board as whole, to review the performance of the chairman of the Company taking into account the views of executive directors and non-executive directors and also to review the accessibility with regards to quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.



■ Corporate Governance Report

C. Key Board Proceedings

The Board provides and critically evaluates strategic direction of the Company, management policies and their effectiveness. Their main function is to ensure that long-term interests of the stakeholders are being served. The agenda for the Board includes strategic review from each of the Board committee, a detailed analysis and review of annual strategic and operating plans and capital allocation and budgets. The Board holds minimum four meetings every year to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company. The Board has complete access to all the relevant information of the Company. The quantum and quality of information supplied by the management to the Board goes well beyond the minimum requirement stipulated under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To enable the Board to discharge its responsibilities properly, the directors are effectively briefed at every Board Meeting. Senior Management members are also invited, as and when the need arise, to attend the Board Meetings to provide additional inputs on the items being discussed by the Board. Apart from placing the statutory required information before the Board Members, it is the policy of the Company to regularly place the information/ matter involving major decisions like Annual Budget, Technology Collaboration, Investments, Half yearly results and quarterly compliance reports on various laws applicable to the Company and other material information.

The Board performs the following specific functions in addition to overseeing the business and management:

- 1) Review, monitor and approve major financial and business strategies and corporate actions;
- 2) Assess critical risks facing the Company – review options for their mitigation;
- 3) Provide counsel on the selection, evaluation, development and compensation of senior management;
- 4) Ensure that processes are in place for maintaining the integrity of
 - a) the Company
 - b) the Financial Statements
 - c) Compliance with law
 - d) relationships with all stakeholders

D. Board Meetings and Deliberations

At ADCC we have a defined system of convening at least 4 (four) Board meetings annually. However as per the specific requirements additional Board meetings are also convened by giving appropriate notice. The Board is given presentations covering Finance, Marketing, overview of business operations of major subsidiary Companies, the Company's business areas, including Business Opportunities and strategy and risk management practices, before taking on record the Company's Half Yearly/annual Financial Results.

During the period under review i.e. 1st April, 2015 to 31st March, 2016 Six Board Meetings were held on the following dates – 20th April, 2015; 30th May, 2015; 29th July, 2015; 04th September, 2015; 14th November, 2015; and 11th March, 2016. The gap between two Meetings did not exceed one hundred and twenty days. These Meetings were well attended. The 17th Annual General Meeting (AGM) of the Company was held on 30th September, 2015. Details of the number of meetings held during the FY 2015-16 and attendance of Directors is given herein below.

■ Corporate Governance Report

Attendance Record During Financial Year 2015-16			
Name of Directors	Number of Board Meetings		Attendance at last AGM
	Total held during tenure	Attended	
Executive Directors			
Mr. Sameer Meghe	06	06	No
Mr. Amit Somani	06	06	Yes
Mr. Abhay Kimmatkar	06	05	Yes
Non-Executive Director			
Mr. Sagar Meghe	06	03	No
Non-Executive / Independent Directors			
Mr. Chandrakant Tiwari	06	03	Yes
Mr. Arun Wankhede	06	03	Yes
Mr. George Thikatil Jacob	06	04	No
Mrs. Shrilekha Lanjekar	06	04	No
Mr. Prafull Bahe*	03	03	No

*Ceased to be a Director with effect from 29th July, 2015

E. Information Material

The agenda and notes on agenda are circulated to Board in a defined format, in advance. Material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting, with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted with the approval of the Board, including the Independent Directors.

F. Minutes

The Company Secretary records minutes of proceedings of meeting of Board and Committees thereof. Draft minutes are circulated to Board/ Committee members for their comments. The minutes are entered in the Minutes Book well within the stipulated time, after considering the comments of Board.

G. Brief change in Board of Directors:

The Directors of the Company are appointed by Members at the General Meetings. On Extra-Ordinary General Meeting of the Company held on May 18, 2015, Mr. Sameer Meghe step up from Managing Director to Whole Time Director with Nomenclature of Vice-Chairman, Mr. Amit Somani step up from Joint Managing Director from Managing Director and Mr. Abhay Kimmatkar step up from Whole Time Director to Joint Managing Director.

H. Non-Executive Directors' Compensation And Disclosures

Except sitting fees the company has not paid any remuneration/compensation to non-executive directors, including independent directors; also the Company has not granted any stock options to non-executive directors, including independent directors in the year 2015-16. The sitting fees paid to executive and non-executive directors including Independent Director are within the limits prescribed under the Companies Act, 2013.

3. The Committees of the Board

In compliance with the statutory requirements, the Board has constituted a set of Committees with specific terms of reference to focus effectively on the issues and ensure expedient resolution of diverse matters. The Committees operates their activities as empowered agents of the Board as per their terms of reference. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.



■ Corporate Governance Report

The role and the composition of these Committees including number of meetings held during the financial year and participation of the members at the meetings of the committees, during the year are as under :-

A. Audit Committee

The Company has an adequately qualified Audit Committee and its composition meets the requirement of Section 177 of the Companies Act, 2013. The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Audit Committee ensures prudent financial and accounting practices, fiscal discipline and transparency in financial reporting. In terms of one of its important charter, the quarterly financial statements are reviewed by the Audit Committee and recommended to the Board for its adoption. The Audit Committee was constituted on July 26, 2014.

As on March 31, 2016 the Members of Audit Committee comprises of two Independent Directors and one Managing Director. The Audit Committee is headed by Mr. Chandrakant Tiwari and has Mr. Arun Wankhede and Mr. Amit Somani, as its members. All the members of the Committee have relevant experience in financial matters. The Board assures that the members of the Committee are financially literate.

In addition to the Audit Committee members, Statutory Auditors, the Chief Financial Officer, Head – Internal Audit, HR and Administration Division Heads, other executives and Divisional Heads are also invited to the Audit Committee Meetings, on need basis.

The Company Secretary of the Company is the Secretary of the Committee.

The brief terms of reference of Audit Committee are as under –

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act 2013;
 - b. changes, if any, in accounting policies and practices along with reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions; and
 - g. Qualifications in the audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approving or any subsequent modifying of transactions with related parties;

■ Corporate Governance Report

9. Scrutinizing of inter-corporate loans and investments;
10. evaluating value of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluating of internal financial controls and risk management systems
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussing with the internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
18. Reviewing the functioning of the vigil mechanism, in case the same is existing;
19. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

The Audit Committee regularly reviews the following:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the chief internal auditor.

Meetings and attendance

The Audit Committee member meets at least four times a year with maximum interval of four months between two meetings and reports to the Board if required. During the year 2015-16 five meetings of the Audit Committee were held on 01st April, 2015; 01st May, 2015; 25th August, 2015; 02nd November, 2015 and 01st February, 2016. The requisite quorum was present in all the meetings.

The Composition of the Audit Committee and the details of the meetings attended by its Members held during the financial year 2015-16 is stated below:-

Name of the Directors	Category of Director	Position held	Number of Meetings	
			Held during tenure	Attended
Mr. Chandrakant Tiwari	Independent, Non - Executive	Chairman	05	04
Mr. Amit Somani	Executive	Member	05	05
Mr. Arun Wankhede	Independent, Non - Executive	Member	05	04

■ Corporate Governance Report

B.Nomination and Remuneration Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 the Board of Directors of the Company constituted Nomination and Remuneration Committee on 26th July, 2014. The Board has approved a Policy on Nomination and Remuneration Directors, KMPs and other Senior Management Personnel.

The committee believes that sound succession planning of the senior leadership is the most important ingredient for creating a robust future for the Company. Therefore, the committee has adopted a rigorous process to ensure that the Board selects the right candidates for senior leadership positions keeping in line with the policy devised on Board diversity. The Chairman of the Committee is an Independent Director.

As on March 31, 2016 the Company's Nomination and Remuneration Committee comprises of three Independent Directors. The Committee is headed by Mr. Arun Wankhede and has Mrs. Shrelekha Lanjekar and Mr. George Varkey Jacob as its members. Mr. Jinesh Vora the Company Secretary of the Company acts as a Secretary of the Committee. Mr. Praful Bahe, Non- Executive/Independent Director has resigned from the board on 29th July, 2015 Consequentially the Nomination and Remuneration Committee was reconstituted at the Board Meeting held on 29th July, 2015 by inducting Mrs. Shrelekha Lanjekar as a member of the committee.

The brief terms of reference of Nomination and Remuneration Committee are as under:

1. Formulating of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulating of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Evaluating and to recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Determine our Company's policy on specific remuneration package for the Managing Director/Executive Director including pension rights.
7. Evaluating and to recommend salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
9. Evaluating and to recommend the amount of Commission payable to the Whole time Directors, if any.
10. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
11. To formulate and administer the Employee Stock Option Scheme.

■ Corporate Governance Report

Meetings and attendance

The Nomination and Remuneration Committee meet as and when the need arise. The Nomination and Remuneration Committee meets at least four times a year with maximum interval of four months between two meetings. During the year 2015-16 four meetings of the committee were held on 03rd April, 2015; 06th July, 2015; 30th October, 2015 and 25th February, 2016. The requisite quorum was present in all the meetings.

The Composition of the Nomination and Remuneration Committee and the details of the meetings attended by its Members held during the financial year 2015-16 is stated below:-

Name of the Directors	Category of Director	Position held	Number of Meetings	
			Held during tenure	Attended
Mr. Arun Wankhede	Independent, Non - Executive	Chairman	04	03
Mr. Mr. George Varkey Jacob	Independent, Non - Executive	Member	04	04
Mr. Praful Bahe*	Independent, Non - Executive	Member	02	02
Mrs. Shrelekha Lanjekar	Independent, Non - Executive	Member	02	02

*Ceased to be a Director with effect from 29th July, 2015

Nomination and Remuneration policy

The Nomination and Remuneration policy is attached as Annexure-4 to the Board's Report.

Remuneration to the Directors

In terms of the provisions of Section 197 (12) of the Act read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annexure-3 in the Boards' Report.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives (variable component) to its Executive Directors. Annual increments are decided after recommendation of Nomination and Remuneration Committee, Board of Directors within the range of the remuneration approved by the Members.

The details of Remuneration paid to directors for the year ended 31st March, 2016 is stated in the following table:-

Name of the Directors	Fixed salary							Total	Stock options / RSUs (In Shares)	No. of equity shares held (In Shares)
	Basic salary	Perquisites / Allowances	PF/ benefits	Total fixed salary	Bonus / incentives	Commission	Total			
Non- Executive Director										
Mr. Sagar Meghe	0	0	0	0	0	0	0	0	-	1,86,594
Executive Directors										
Mr. Sameer Meghe	60.00	-	-	-	-	-	60.00	-	-	2,30,400
Mr. Amit Somani	13.50	15.74	0.22	29.46	0.54	-	30.00	-	-	2,70,000
Mr. Abhay Kimmatkar	14.85	16.21	0.22	31.28	0.52	-	31.80	-	-	1,500
Independent Directors										
Mr. George Varkey Jacob	-	-	-	-	-	-	-	-	-	-
Shrelekha Lanjekar	-	-	-	-	-	-	-	-	-	-
Mr. Chandrakant Tiwari	-	-	-	-	-	-	-	-	-	-
Mr. Arun Wankhede	-	-	-	-	-	-	-	-	-	-
Mrs. Shrelekha Lanjekar	-	-	-	-	-	-	-	-	-	-



■ Corporate Governance Report

Employee stock option plans

Your Company has granted stock option to Employees of the Company and its subsidiary company through ADCC Employee Stock Option Plan 2014 during financial year 2014-15. The Company has allotted shares against granted options during financial year 2015-16. The details of the stock options granted under various employee stock option schemes are annexed to Boards' Report as Annexure-8.

Service contracts, notice period, severance fees

The executive directors have entered into employment contracts with the Company.

Non-executive / independent directors' remuneration

During the financial year 2015-16, the Company has not paid any amount to Non-executive Director except sitting fee as fixed by Board of Directors.

C. Stakeholders Relationship and Investors Grievances Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 the Board of Directors of the Company constituted Stakeholders' Relationship and Investors Grievances Committee on July 26, 2014. The Committee specifically looks into the redressal of shareholders' and investors' complaints such as transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends, payment of unclaimed dividends etc. In addition, the Committee also looked into matters that can facilitate better investor services and relations. The Board was kept apprised of all the major developments on investors' issues through various reports and statements furnished to the Board from time to time throughout the year.

As on March 31, 2016 the Company's Stakeholders Relationship and Investors Grievances Committee comprises all the three Independent Directors. The Committee is headed by Mr. Arun Wankhede and has Mrs. Shrilekha Lanjekar and Mr. Chandrakant Tiwari as its members. Mr. Jinesh Vora the Company Secretary of the Company acts as a Secretary of the Committee. Mr. Praful Bahe, Non- Executive/Independent Director has resigned from the board on 29th July, 2015 Consequentially the Stakeholders Relationship and Investors Grievances Committee was reconstituted at the Board Meeting held on 29th July, 2015 by inducting Mrs. Shrilekha Lanjekar as a member of the committee.

The brief terms of reference of Stakeholders Relationship and Investors Grievances Committee are as under-

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
3. Review the process and mechanism of redressal of Shareholders/Investors grievance and suggest measures of improving the system of redressal of Shareholders/Investors grievances.
4. non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
5. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
6. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Probation of insider Trading) Regulations, 1992 as amended from time to time.
7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,
8. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

■ Corporate Governance Report

Meetings and attendance

In order to act in compliance with Regulation 13(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Stakeholders Relationship and Investors Grievance Committee reports to the Board as and when need arise, with respect to the status of redressal of complaints received from the shareholders of the Company. During the year 2015-16 three meetings of the committee were held on 06th June, 2015; 25th September, 2015 and 20th January, 2016. The requisite quorum was present in all the meetings.

The Composition of the Stakeholders Relationship and Investors Grievance Committee and the details of the meetings attended by its Members held during the financial year 2015-16 is stated below:-

Name of the directors	Category of Director	Position held	Number of Meetings	
			Held during tenure	Attended
Mr. Arun Wankhede	Independent, Non - Executive	Chairman	03	02
Mr. Chandrakant Tiwari	Independent, Non - Executive	Member	03	02
Mr. Praful Bahe*	Independent, Non - Executive	Member	01	01
Mrs. Shrilekha Lanjekar	Independent, Non - Executive	Member	02	02

*Ceased to be a Director with effect from 29th July, 2015

Investors' Grievances

The Company addresses all complaints, suggestions, grievances and other correspondence expeditiously and replies are sent usually within 7-10 days except in case of legal impediments and non-availability of documents. The Company endeavors to implement suggestions as and when received from the investors. During the financial year ending March 31, 2016, the Company has not received any investors' complaints. The details of the requests/complaints received and disposed of during the year are as under:

Sr. No.	Nature of request / complaint	Opening Balance	Received	Attended	Pending
1.	Change of address	NIL	NIL	NIL	NIL
2.	Bank Details/ Bank Mandate/ Electronic Clearing Services	NIL	NIL	NIL	NIL
3.	Revalidation of dividend warrants	NIL	NIL	NIL	NIL
4.	Non-receipt of Dividend	NIL	NIL	NIL	NIL

The members may contact the Company Secretary of the Company for their queries, if any, at the contact details provided in the Shareholders' Information in this report.

D. Corporate Social Responsibility (CSR) Committee

Company's business priorities co-exist with social commitments to drive holistic development of people and communities. The Company's CSR initiatives help elevate the quality of life of people, especially the disadvantaged sections of the society. It seeks to touch and transform people's lives by Promoting Gender Equality, Empowering Women and education. Company aims to continue its efforts to build on its tradition of social responsibility to empower people and deepen its social engagements. In terms of Section 135 of the Companies Act, 2013, the Board of Directors at its meeting concluded on July 26, 2014, constituted the CSR Committee.

As on March 31, 2016 the Corporate Social Responsibility Committee comprises of one Non-Executive Director, One Managing Director and one Independent Directors. The Committee is headed by Mr. Sagar Meghe and has Mr. Amit Somani and Mr. Chandrakant Tiwari, as its members.



■ Corporate Governance Report

The Committee is constituted with powers and responsibilities including but not limited to –

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate with or without the consent of the Board of Directors or as may be directed by the Board of Directors from time to time.

Meetings

The Corporate Social Responsibility Committee meets as and when the need arise. During the year 2015-16 three meetings of the committee were held on 06th July, 2015; 22nd October, 2015 and 13th February, 2016. The requisite quorum was present in all the meetings.

The Composition of the Corporate Social Responsibility Committee and the details of the meetings attended by its Members held during the financial year 2015-16 are stated below:-

Name of the Directors	Category of Director	Position held	Number of Meetings	
			Held during tenure	Attended
Mr. Sagar Meghe	Non - Executive	Chairman	03	03
Mr. Amit Somani	Executive	Member	03	03
Mr. Chandrakant Tiwari	Independent, Non – Executive	Member	03	03

E. Management Committee:

In order to manage the day to day operations of the Company in a smooth way, the Board of the company has formed a Management Committee of the Board on 31st May, 2014. The Management Committee looks after routine business, planning, performance monitoring, corporate governance, finance, human resources, internal audit and audit committee activities, occupational health and safety, operational issues, stakeholder management and takes decisions on matters requiring immediate attention.

The members of the committee takes on their roles within the organization. Members of the Management Committee share the following responsibilities:

- Planning – establishing and reviewing strategic and operational plans.
- Policy and decision making – establishing policies/procedures and record decisions and actions on matters concerning the organisation.
- Management – making sure everyone does their job, that the organisation is properly administered, and that the Committee is actively involved in the activities of the group.
- Legal – ensuring the organisation keeps proper records, and complies with any relevant legislation and the organisation's constitution
- Financial – ensuring that all finances are properly managed, that records are audited annually and that accountability requirements of funding providers are fulfilled
- Evaluation – monitoring all activities by the organisation with feedback contributing to the continuous improvement in governance and service delivery.

■ Corporate Governance Report

4. General Body Meetings

A. Annual General Meetings:

The date, time and location of the Annual General Meetings held during the preceding 3 years :-

Sr. No.	Financial year ended	Date	Time	Location of the Meeting
1	2012-13	28/09/2013	11:00 A.M.	10/5, I.T. Park, Nagpur- 440022, Maharashtra, India.
2	2013-14	26/08/2014	11:00 A.M.	10/5, I.T. Park, Nagpur- 440022, Maharashtra, India.
3	2014-15	30/09/2015	01:00 P.M.	10/5, I.T. Park, Nagpur- 440022, Maharashtra, India.

B. No special resolutions were passed in any of the previous three Annual General Meetings except reappointment of Mr. Sameer Meghe as Managing Director.

C. Special resolutions passed through postal ballot last year & details of voting pattern:-

During the year 2015-16 one Special Resolution was passed by the Shareholders of the Company through postal ballot viz:

i) The special resolution u/s 27 of the Companies Act, 2013 relating to vary the terms of object of the issue as mentioned in the prospectus dated September 23, 2014 in relation to Purchase of any technical equipment, software, hardware by addition or deletion of any of the machineries mentioned therein were approved by members through postal ballot on Friday September 4, 2015.

Details of Voting Pattern

Sr. No.	Resolution	E-voting (Mode)		Postal Ballot (Physical mode)		Total		Result
		Votes casted in favour	Votes casted against	Votes casted in favour	Votes casted against	Votes casted in favour	Votes casted against	
1.	To vary the terms of object of the issue as mentioned in the prospectus dated September 23, 2014 in relation to Purchase of any technical equipment, software, hardware by addition or deletion of any of the mentioned therein.	57,51,994	0	6,000	0	57,57,994	0	Resolution passed by unanimously

d) Person who conducted postal ballot exercise:-

The Company 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.

During the conduct of the postal ballot, the Company had provided e-voting facility to its shareholders to cast their votes electronically through the CDSL e-voting platform. Postal ballot forms and business reply envelopes were sent to shareholders to enable them to cast their vote in writing on the postal ballot. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules. The scrutinizer submitted his report to the Managing Director, after completion of the scrutiny and the results of voting by Postal Ballot (including e-voting) were then announced by the Managing Director of the Company. The voting results were sent to the Stock Exchanges and displayed on the Company's website. The date of declaration of the results by the Company is deemed to be the date of passing of the resolutions.

E. Whether any Special Resolution is proposed to be passed through Postal ballot:-

As on date of this report, none of the business has been proposed to be transacted through postal ballot.



■ Corporate Governance Report

F. Procedure of Postal Ballot:-

The notice containing the proposed resolutions and explanatory statement thereto is sent to the registered addresses of all the shareholders of the Company along with a postal ballot form and a postage pre-paid envelope containing the address of the scrutinizer appointed by the Board for carrying out the ballot process.

Along with the above, other prescribed procedure for postal Ballot as per the provisions contained in the Companies Act, 2013 read with rules made there under as amended from time to time has been complied with whenever necessary.

5. Means of Communication:**A. Financial Results:-**

The Company has its securities listed on SME Exchange of BSE and Pursuant to regulation 47(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to publish its Half-Yearly financial results in national daily newspaper. The Company, for the sake of better corporate governance, displays its half – yearly financial results on the website of the Company www.adccinfocad.com.

B. News releases:-

Official news releases, if any, are displayed on the website of the Company www.adccinfocad.com, as and when the need arises.

C. Website:-

The Company's website www.adccinfocad.com contains a separate dedicated section namely "Investors" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company www.adccinfocad.com, in a downloadable form.

6. General Shareholders Information:

A. Company Identification Number	- L72300MH1998PLC114790
B. Company's Registered Address	- ADCC Infocad Limited, 10/5, I.T. Park, Nagpur-22.
C. Date and Time of Annual General Meeting	- Thursday 29th September, 2016 at 3:00 p.m.
D. Venue of Annual General Meeting	- 10/5, I.T. Park, Nagpur-440022
E. Reporting Financial Year	- 2015-16
F. Book Closure	- from September 24, 2016 to September 29, 2016
G. Cut-off date for sending Notices of AGM	- September 02, 2016
H. Cut-off date for Dividend & Evoting	- September 23, 2016
I. Dividend Payment Date	- October 10, 2016
J. Scrip/Stock Code	- 538734

K. Listing on Stock Exchanges:-

The Equity shares of the company are listed on the following stock exchange:

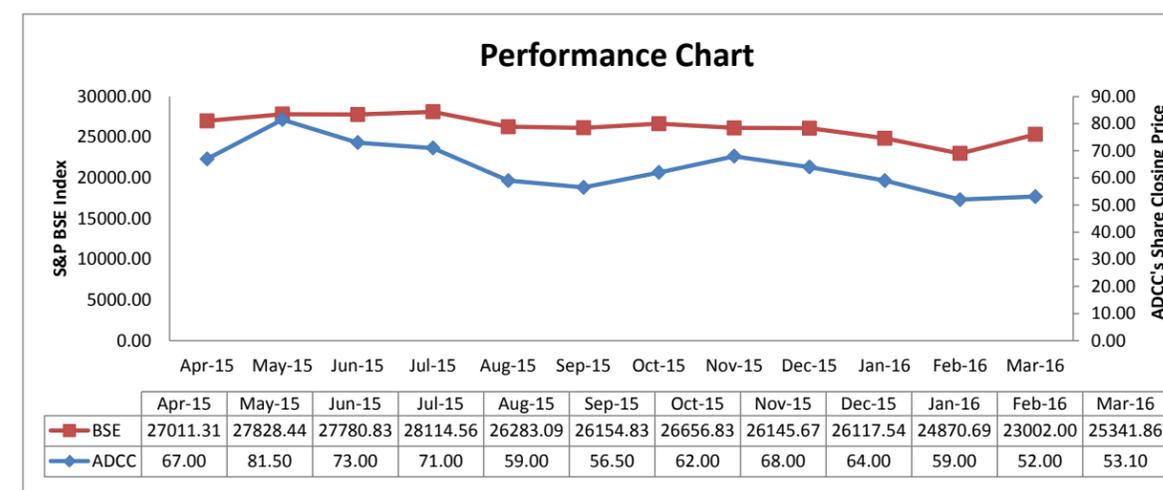
Name of the Stock Exchange	Address	Code	ISIN	Scrip Name	Website
BSE Limited (SME Exchange)	Floor 25, P. J. Towers, Dalal Street, Mumbai - 400001	538734	INE016Q01014	ADCC	www.bseindia.com

■ Corporate Governance Report

The Company has paid the Annual Listing Fee for the year 2016-17 to BSE Limited.

L. Market Price Data :-

Month	BSE		Volume
	High (Rs.)	Low (Rs.)	
April, 2015	68.00	57.00	1,35,000
May, 2015	81.50	68.00	51,000
June, 2015	78.00	72.00	81,000
July, 2015	73.00	71.00	12,000
August, 2015	69.50	59.00	18,000
September, 2015	59.00	56.50	12,000
October, 2015	62.00	58.00	9,000
November, 2015	70.00	61.00	81,000
December, 2015	67.50	64.00	9,000
January, 2016	61.00	59.00	6,000
February, 2016	60.00	52.00	84,000
March, 2016	53.10	52.00	9,000

M. Performance of the share price of the Company in comparison to BSE Sensex:-**N. Registrar & Transfer Agents:-**

Name & Address	: Bigshare Services Private Limited E-3 Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai - 400072
Tel.	: 022-40430200
Fax	: 022-28475207
E-mail	: investor@bigshareonline.com
Website	: www.bigshareonline.com



■ Corporate Governance Report

O. Share Transfer System:-

The process and approval of share transfer has been delegated to the Company Secretary and Stakeholders' Relationship & Grievance Committee of the Board of Directors. Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. The following compliances pertain to share transfers, grievances, etc.:

- 1) Pursuant to Regulation 7(3) of the SEBI Listing Regulations, certificates are filed with the stock exchanges on half yearly basis by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate share transfer facility.
- 2) Pursuant to Regulation 13(3) of the SEBI Listing Regulations, a statement on pending investor complaints is filed with the stock exchanges and placed before the Board of Directors on a quarterly basis.
- 3) Pursuant to Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate on half yearly basis, was issued by the Company Secretary in practice confirming due compliance of share transfer formalities by the Company.

P. Shareholding as on 31st March, 2016:-**a) Distribution of Shareholding as on 31st March, 2016:**

Category (Shares)	No. of Holders	% to Holders	No. of Shares	% to Total No. of Shares
1-500	57	30.81	14,061	0.15
501-1000	11	5.95	7,690	0.08
1001-2000	12	6.49	17,260	0.19
3001-4000	59	31.89	177,470	1.95
5001-10000	12	6.49	84,000	0.92
10001 and above	34	18.38	8,798,994	96.70
Total	185	100.00	9,099,475	100.00

b) Shareholding Pattern as on 31 March, 2016:

Category Code	Category of Shareholders	No. of Shareholders	Total No. of Shares	As a Percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group	-	-	-
1)	Indian			
a)	Individuals/Hindu undivided Family	03	4,01,406	4.41
b)	Body Corporates	02	33,70,000	37.04
2)	Foreign			
a)	Individuals (NRI/FI)	02	3,57,594	3.93
	Total Shareholding of promoter and Promoter Group	7	41,29,000	45.38
(B)	Public Shareholding	-	-	-
1)	Institutions	0	0	
2)	Non-Institutions	178	49,70,475	54.62
	Total Public Shareholding	178	49,70,475	54.62
(c)	Shares held by Custodians and against which the depository receipts have been issued	0	0	0
	Total (A+B+C)	185	90,99,475	100

■ Corporate Governance Report

Q. Dematerialization of Shares and Liquidity:-

The Company's shares are compulsorily traded in dematerialized form. Equity shares of the Company representing 100 % of the Company's share capital are dematerialized as on 31st March, 2016. The Company's shares are traded on the 'BSE Limited (SME Exchange)'. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE016Q01014.

R. Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:-

As on 31st March, 2016, the Company has no American Depository Receipts / Global Depository Receipts / Warrants or any such convertible instruments outstanding and there is no likely impact on the Company's Equity Shares in the financial year 2015-16.

S. Commodity Price Risk / Foreign Exchange Risk and Hedging:-

The Company carries limited foreign exchange risk, largely on account of certain Buyers Credit availed during the project phase and this exposure is reduced substantially over the years. During the year, the Company has managed foreign exchange risk and mitigates the risk involved to the extent considered appropriate. The details of foreign currency Earnings and Expenditures are disclosed in Note No. 30 & 31 respectively in the Standalone Financial Statements.

T. Plant Locations:-

The Company is in Information Technology and enabled service business and do not have any manufacturing plants. However, the Company has offices at different locations in India.

U. Address of Correspondence:-**i) Mr. Jinesh Vora**

Company Secretary & Chief Compliance Officer
10/5, I.T. Park, Nagpur- 440022
Tel.: +91 712 3014100
Fax: +91 712 2249605
E-mail: cs@adccinfocad.com

ii) For Transfer/Dematerialization of shares, change of address of members and other queries**M/S Bigshare Services Private Limited**

E-3 Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai - 400072
Tel.: 022-40430200
Fax: 022-28475207
E-mail: investor@bigshareonline.com
Website: www.bigshareonline.com

7. Disclosures:-**a) Related Party Transactions:**

The Company has no material significant related party transactions that may have a potential conflict with the interest of the Company. The details of Related Party Transactions are disclosed in financial section of this Annual Report. The Company is listed on SME platform of BSE [BSE Limited (SME Exchange)] consequentially provisions of regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to formulating a policy on materiality of related party transactions is not applicable to the Company. Although, for the sake of better governance all the related party transactions are approved in a duly convened Audit Committee meetings.

b) No Penalty or Strictures:

There has been no instance of non-compliance by the Company on any matter relating to the capital markets and accordingly no penalties have been levied or strictures have been passed by the Securities and Exchange Board of India or Stock Exchange(s) or any other statutory authority during last 3 years.

c) Whistle Blower Policy / Vigil Mechanism:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. <http://www.adccinfocad.com/investors/Policies/Vigil-Mechanism-Policy-ADCC%20Infocad.pdf>.

■ Corporate Governance Report

d) Compliance of mandatory requirements of Corporate Governance:

The Company has executed fresh Listing Agreements with the Stock Exchanges pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In compliance to this the Company has complied with all the requirements of Corporate Governance, as applicable to the Company, as on March 31, 2016 .

e) Weblink of policy for determining 'material' subsidiaries:

In compliance with regulation 30(4) (ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has formulated a 'Policy on Determination of Materiality of Events/Information'.

The same can be downloaded from the website of the company www.adccinfocad.com by following the link http://adccinfocad.com/investors/Policies/Policy_for_Determining_Material_Subsiary.pdf

f) Policy on Related Party Transactions:

The Company is listed on SME platform of BSE [BSE Limited (SME Exchange)] consequentially provisions of regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to formulating a policy on materiality of related party transactions is not applicable to the Company.

g) Weblink of policy for Insider trading:

In compliance with regulation 4(2)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has formulated a 'Policy on Insider Trading'.

The same can be downloaded from the website of the company www.adccinfocad.com by following the link <http://adccinfocad.com/investors/Policies/Insider-Trading-Policy.pdf>

h) Weblink of Document Preservation & Archival policy :

In compliance with regulation 9 and 30 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has formulated a 'Document Preservation & Archival policy'.

The same can be downloaded from the website of the company www.adccinfocad.com by following the link <http://adccinfocad.com/investors/Policies/Documents-Preservation-n-Archival-Policy.pdf>

i) Disclosure on commodity price risks and commodity hedging activities is not applicable to Company.**8. Non-compliance of any requirement of corporate governance report of sub-paras mentioned above with reasons thereof shall be disclosed:-**

There was no non-compliance of any of the provisions applicable to the Company.

9. Adoption of discretionary requirements as specified in Part E of Schedule II SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

The following discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been adopted by the Company :-

• Reporting of Internal Auditor:

The Internal Auditor is having access and may report directly to the Audit Committee on need basis.

• Separate post of Chairman and Managing Director:

The Company has a Chairman and Managing Director and as permitted by the Companies Act, Articles of Association of the Company, adequately captures for keeping the same as combined position. Further, the Company has a majority of Independent Directors, with excellent track record and background and all Board Committees are chaired by the Independent Directors. The Company maintains high degree of Corporate Governance.

10. Disclosures of the compliance with corporate governance requirements

The Company is listed on SME platform of BSE [BSE Limited (SME Exchange)] consequentially, pursuant to regulation 15(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with corporate governance requirements specified in regulations 17 to 27 and clause (b) to clause (i) of sub-regulation (2) of regulation 46 and Para C, D, E of Schedule V are not be applicable to the Company.

■ Notice of Annual General Meeting

ADCC INFOCAD LIMITED

Reg. Office: 10/5, I.T. Park, Nagpur-440022 [CIN: L72300MH1998PLC114790] [Tel No. 91 712 3014100]

Web: www.adccinfocad.com, Email: info@adccinfocad.com

Notice of the 18th Annual General Meeting

Notice is hereby given that the 18th Annual General Meeting of ADCC INFOCAD LIMITED will be held on Thursday, 29th September, 2016 at 3:00 p.m. at the Registered Office of the Company at 10/5, I.T. Park, Nagpur-440022, Maharashtra to transact the following business:

Ordinary business**Item no. 1**

To receive, consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

Item no. 2

To declare Final Dividend of ₹ 1/- per equity share on equity shares of ₹ 10/- each for the Financial Year ended 31st March, 2016.

Item no. 3

To appoint a director in place of Mr. Amit Somani (DIN: 00378635), who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 4

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the Annual General Meeting held on August 26, 2014, the Company hereby ratifies the appointment of M/s. Shah Baheti Chandak & Co., Chartered Accountants, (FRN No. 109513W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next (19th) AGM of the Company to be held in the calendar year 2017 at such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee."

Special business**Item no. 5**

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

"RESOLVED THAT in supersession of the resolution passed by the members at its Extra- Ordinary General Meeting held on 30th December, 2014 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan / debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits / guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the temporary loans obtained from the Company's Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only).

RESOLVED FURTHER THAT the Board of Directors or committee thereof be and is hereby authorised to file requisite forms with Registrar of Companies and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

Place: Nagpur

Date : 03rd September, 2016

Registered office:

10/5, I.T. Park, Nagpur - 440022,
Maharashtra, India

By order of the Board of Directors for
ADCC INFOCAD LIMITED

Amit Somani
CA Amit Somani
(Managing Director)



■ Notice of Annual General Meeting

Notes

- Information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses to be transacted are annexed hereto.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of him / her, and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the company.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- Members/proxies/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of Members and Share Transfer Books will remain closed from September 24, 2016 to September 29, 2016 for the purpose of payment of the dividend for the financial year ended March 31, 2016 and the AGM.
- Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on September 23, 2015.
- Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
- Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, Bigshare Services Private Limited, E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, MUMBAI - 400072, Tel.: 022-40430200, Fax: 022-28475207
- Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. Jinesh Vora, Company Secretary, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.
- With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically.
- The Annual Report 2015-16 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
- The Notice of the 18th AGM along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
- Members may also note that the Notice of the 18th AGM and ADCC Infocad Limited Annual Report 2015-16 will be available on the Company's website, www.adccinfocad.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: cs@adccinfocad.com.
- The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
- All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
- Shareholders are requested to notify their bank particulars giving the name of the bank and the branch and the nature of account and also any change of address to the Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited. Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders has become mandatory.
- In order to provide better service to the shareholders, the Company has introduced Electronic Clearing Service (ECS) for payments of dividend. Shareholders desirous of availing ECS facility may provide the required information to our Share Registrars at their address given under Corporate Governance Section of this report.
- Shareholders are hereby informed that the bank particulars given by them at the time of opening a depository account will be used by the Company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.
- The e-voting period commences on September 26, 2016 (10:00 a.m.) IST and ends on September 28, 2016 (5:00 p.m.) IST. During this period shareholders of the company holding shares either in physical form or in dematerialised form, as on September 23, 2016, i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast vote again.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through ballot form, as well as voting at the meeting through ballot.
- The Scrutinizer shall immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adccinfocad.com and on the website of CDSL www.evoting.cdsi.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.
- The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

■ Notice of Annual General Meeting

PROCEDURE FOR E-VOTING: The instructions for members for voting electronically are as under:-

- The voting period begins on September 26, 2016 and ends on September 28, 2016. During this period share holders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Log on to the e-voting website www.evotingindia.com
- Click on Shareholders
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <ADCC Infocad Limited> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



■ Notice of Annual General Meeting

In case of members receiving the physical copy:

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

(B) The voting period begins on September 26, 2016 and ends on September 28, 2016. 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 September 23, 2016, 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**For Item No.**

The members of the Company at its Annual General Meeting held on 30th December, 2014 had authorized Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate of ₹ 175 Crores (Rupees One Hundred and Seventy Five Crores Only).

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

Further, in view of expanding business operations of the Company, it is necessitated to enhance the borrowing limits by authorizing Board of the Directors or Committee thereof to borrow money upto ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only) in excess of and in addition to the paid-up capital and free reserves of the Company for the time being.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1) (c) of the Act, to enable to the Board of Directors or Committee thereof to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

The Board of Directors recommends the said resolution for your approval. None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 18TH ANNUAL GENERAL MEETING

(Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Mr. Amit Somani

Mr. Amit Somani is the Managing Director of ADCC Infocad Limited. He is a Chartered Accountant, with almost over 15 years of post-qualification experience in services industry. With his considerable wealth of experience, he brings immense value to the Board of ADCC. His "Hands on" management approach has taken ADCC to newer heights since the day he joined the Company. His varied experience and vision helps us work united towards the same goals of the vision set by the management. His robust leadership ensured that the Company has maintained a strong hold in industry in the most challenging environment with increased competition, as more and more players infiltrated the industry. His tireless efforts have played a significant role in building this company, and more importantly, a sustainable company. His well-articulated vision on ever changing environment of Information Technology and GIS world has enabled the Company to cross several milestones of success and accomplishment of goals. Under his guidance Company has witnessed continuous growth.

Sr. No.	Particulars	Mr. Amit Somani
1)	DIN	00378635
2)	Date of Birth	17/09/1978
3)	Date of Appointment	01/07/2006
4)	Qualifications	Chartered Accountant, B.Com
5)	Expertise in specific functional areas	Finance, Taxation, HR and Business Management
6)	Directorship held in other listed entities	NIL
7)	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL
8)	Number of Shares held in the Company	2,70,000
9)	Relationship with any Director (s) of the Company	NIL
10)	Name of Listed entities in which holds Directorship	ADCC Infocad Limited
11)	Name of Committees in which holds Membership	1. CSR Committee 2. Management Committee 3. Audit Committee

■ Notice of Annual General Meeting

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]

Registered office: 10/5, I.T. Park, Nagpur-440022 CIN: L72300MH1998PLC114790

Web: www.adccinfocad.com, E-mail: cs@adccinfocad.com, Tel: 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 above named company, hereby appoint

1) Name: _____ E-mail Id: _____

Address: _____

_____, Signature: _____, or failing him/her

2) Name: _____ E-mail Id: _____

Address: _____

_____, Signature: _____, or failing him/her

3) Name: _____ E-mail Id: _____

Address: _____

_____, 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 18th Annual general meeting of the company, to be held on Thursday the 29th day of September, 2016 At 03:00 p.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res. No.	Description	For	Against	Abstain
	Ordinary Business			
1)	Adoption of Audited Annual Financial Statements and Reports thereon for the financial year ended March 31, 2016			
2)	Declaration of Final Dividend of ₹ 1/- per equity share on equity shares of ₹ 10/- each.			
3)	Ratification of the appointment of M/s. Shah Baheti Chandak & Co., Chartered Accountants, (Firm Registration Number.109513W) Statutory Auditors and to fix their remuneration.			
4)	Re-appointment of Mr. Amit Somani, Managing Director (00378635), who retires by rotation and being eligible, offers himself for re-appointment.			
	Special Business			
5)	Increasing in borrowing limits of the Company under Section 180(1) (c) of the Companies Act, 2013 upto ₹ 250 Crore.			

Signed this _____ day of September, 2016

Signature of Member: _____

Signature of Proxy holder(s): _____

Affix revenue stamp of not less than ₹ 1



■ Notice of Annual General Meeting

Notes

1. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at 10/5, I.T. Park, Nagpur - 440022 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a proxy and both the member and the proxy attend the meeting, the proxy will stand automatically revoked.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated.
5. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
6. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
7. Undated proxy form will not be considered valid.
8. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as in valid.

■ Notice of Annual General Meeting

Attendance Slip**ADCC Infocad Limited**

CIN : L72300MH1998PLC114790; Reg. off: 10/5, I.T. Park, Nagpur-440022, Maharashtra India
 E- Mail cs@adccinfocad.com / www.adccinfocad.com
 18th Annual General Meeting –September 29 , 2016

Registered Folio no. / DP ID no. / Client ID no.

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Number of shares held:

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 18th Annual General Meeting of the Company at 10/5, I.T. Park, Nagpur-440022, Maharashtra, India

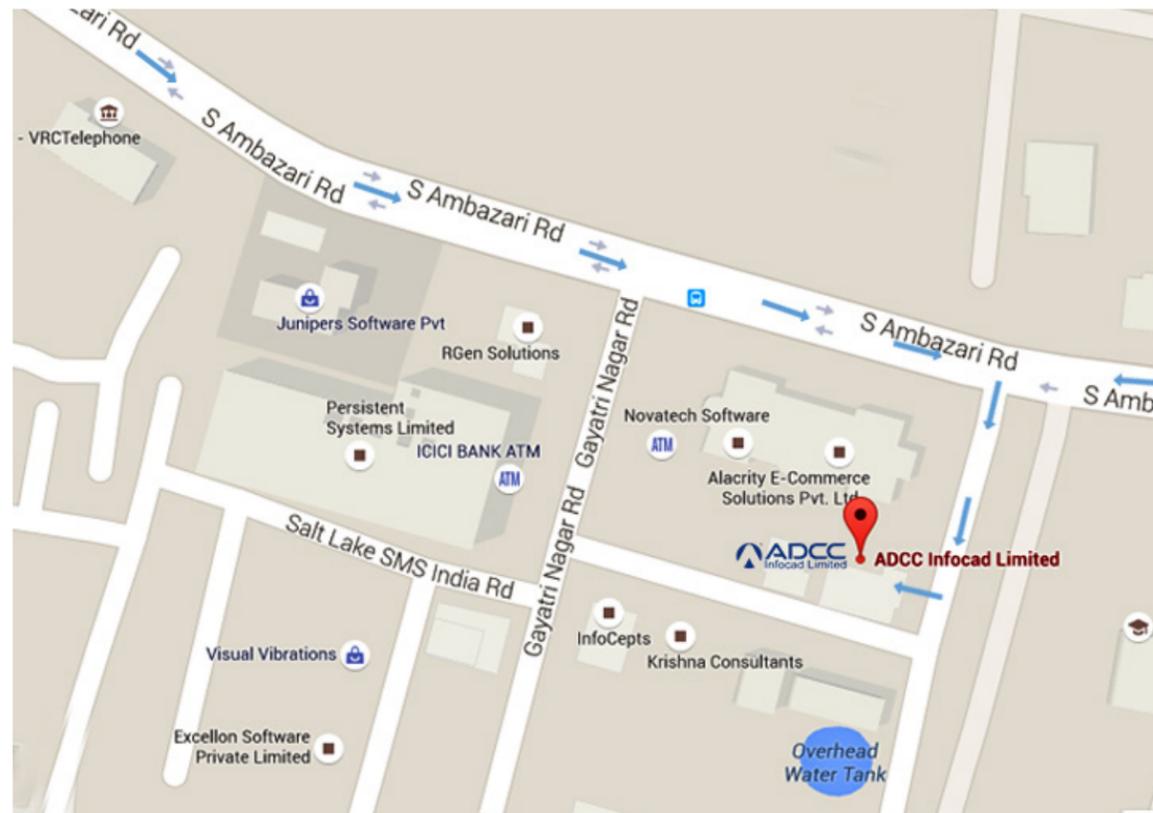
Name of the member / proxy _____

Signature of the member / proxy _____
(in BLOCK letters)Shareholders can also cast their vote by Log on to the e-voting website www.evotingindia.com and through CDSL's Mobile Application. Shareholders are requested to kindly read all the instructions carefully.**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM

Route map to the venue of the AGM

Venue : 10/5, I.T. Park, Nagpur- 440022

Landmark: Behind National Power Training Institute, Nagpur



Notes:

1. Registration will start at 02:00 p.m. on the day of Annual General Meeting (AGM).
2. Members are required to submit their duly signed Attendance Slips and get their entry passes stamped.
3. Members should submit their entry passes at the entrance of Venue of AGM.
4. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. This Attendance Slip is valid only in case shares are held on the cut-off date as prescribed in Notice of AGM.
6. Members who have received Annual Report and Attendance Slip in Electronic Mode are requested to print the Attendance Slip and submit duly filed in Attendance Slip at the entrance hall to attend the AGM.

Electronic Voting (E-Voting):

7. The Business, as set out in the Notice, will be transacted through E-Voting. Members are requested to refer to the detailed procedure on E-voting provided in the Notice of AGM.

REGISTERED OFFICE

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