ADCC INFOCAD LIMITED

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

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Equity Shareholders of the ADCC Infocad Limited under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	Date	August 18, 2016
2	Name of the Target Company	ADCC Infocad Limited
3	Details of the Offer pertaining to Target Company	Open Offer for acquisition of up to 23,65,864 equity shares (Twenty Three Lakhs Sixty Five Thousand Eight Hundred Sixty Four Only) ("Offer") of ₹ 10.00/- each at Offer Price of ₹ 55.00/- per fully paid-up equity share/voting rights payable in cash, representing 26% of the total paid-up equity share capital, from the equity shareholders of ADCC Infocad Limited ("Target Company") pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, and subsequent amendments thereto ("Takeover Code").
4	Name (s) of the Acquirer and PAC with the Acquirer	1) Mr. Sagar D. Meghe 2) Mr. Sameer D. Meghe 3) Mrs. Devika S. Meghe 4) Mrs. Vrinda S. Meghe
5	Name of the Manager to the Offer	**Hem Securities Ltd.** 14/15, Khatau Building, 1st Floor, 40, Bank Street, Fort, Mumbai-400 001
6	Members of the Committee of Independent Directors ("IDC") (please indicate the chairperson of the committee seperately)	1) Mr. Arun Wankhede - Chairman 2) Mr. Chandrakant Tiwari - Member 3) Mr. George Thikathil Varkey Jacob - Member
7	IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract/relationship), if any	IDC members are independent and non-executive directors of the Target Company. None of the IDC members has any contract/relationship with the Target Company at present. They do not hold any shares in the Target Company.
8	Trading in the Equity shares/other securities of the Target Company by IDC Members	None of the IDC members has done any trading in the shares of the Target Company since their appointment.
9	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract/ relationship), if any	None of the IDC members has any relationship with the Acquirers at present.
10	Trading in the Equity shares/ other securities of the acquirer by IDC Members	NIL
11	Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	The IDC members believe that the Offer is fair and reasonable.
12	Summary of reasons for recommendation	Based on the review of PA, DPS and LOO, the IDC is of opinion that the Offer Price of ₹ 55.00/- per equity shares, offered by the Acquirers is in line with the regulation prescribed by SEBI under the Takeover Code and prima facie appears to be justified. The Committee considered the following facts: 1) The Offer Price as mentioned in the Detailed Public Statement which appeared on Tuesday, June 07, 2016 is justified as ₹ 53.50/- is the highest price paid by the Acquirers for any acquisition during 26 weeks immediately preceding date of Public Announcement. 2) The Offer Price is ₹ 55.00/- (Rupees Fifty Five Only) per equity share of ₹ 10.00/- each as justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations as valuer determined the price by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies and is coming at ₹ 54.02/- and other relevant parameters. Based on the above, IDC is of the opinion that the Offer Price of ₹ 55.00/- is in compliance with the requirements under the Takeover Code. **Keeping in view the above facts IDC is of the view that the Offer Price of ₹ 55.00/- payable to the public shareholders of Target Company of this Open Offer is fair and reasonable.** However, the shareholders should independently evaluate the Offer and take informed decision in the matter.
13	Details of Independent Advisors, if any	NIL
14	Any other matter to be highlighted	NIL

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target company under the Takeover Code."

For ADCC Infocad Limited
Mr. Arun Wankhede
(Chairman-Committee of Independent Directors)

Place : Nagpur
Date : August 18, 2016