Public Announcement ("PA") under Regulation 15 (1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF ADCC INFOCAD LIMITED

Open Offer (**"Offer")** for acquisition of 23,65,864 equity shares of Rs. 10/- each from equity shareholders of ADCC Infocad Limited ("**Target Company**"), a company registered under the Companies Act, 1956 and having its Registered Office at 10/5, I.T. Park, Nagpur – 440022, Maharashtra by Mr. Sagar Dattatraya Meghe, Mr. Sameer Dattatraya Meghe, Mrs. Devika Sagar Meghe and Mrs. Vrinda Sameer Meghe ("**the Acquirers**")

This public announcement ("**PA" / "Public Announcement**") is being issued by Hem Securities Limited (the "**Manager to the Offer**") for and on behalf of the Acquirers to the equity shareholders of the Target Company ("**Shareholders**") pursuant to and in compliance with, amongst others, Regulation 3(2) and other applicable regulations of the Securities and Exchange Board of India (**Substantial Acquisition of Shares and Takeovers**) Regulations, 2011 and subsequent amendments thereto (the **"SEBI (SAST) Regulations**").

1. <u>Offer Details</u>

1.1. **Offer Size:** The Acquirers hereby make this open offer ("Offer") to the Shareholders of the Target Company to acquire up to 23,65,864 equity shares of Rs. 10/- each representing 26.00%) ("Offer Size"), being the remaining Public Shareholding of the Company, of the total equity share capital / voting capital of Target Company.

1.2. **Offer Price/ Consideration:** The Offer Price is Rs. 55.00 /- (Rupees Fifty Five Only) per equity share of Rs. 10.00/ each.

1.3. **Mode of Payment:** The Offer Price is payable in Cash.

1.4. **Type of Offer:**

This ***Offer*** is made by the Acquirers in compliance of Regulation 3(2) of SEBI (SAST) Regulations, 2011. The Acquirers are the existing Promoters/ Promoter Group of the Target Company and they intend to consolidate their shareholding by further acquiring equity shares/voting rights in the Target Company.

The total shareholding of the Promoter and Promoter Group was 41,29,000 i.e. 45.38% Equity Shares of Rs. 10/- each as on March 31, 2016. As on the date preceding the date of this PA, the Promoter/Promoter Group collectively held 44,71,000 i.e. 49.13% of the total paid-up equity share capital of the Target Company. This represents an increase of 3,42,000 i.e. 3.75% in the Promoter/Promoter Group holding in a financial year. The Acquirers intend to consolidate their shareholding by further acquiring equity shares/voting rights in the Target Company which may exceeds the stipulated threshold limit specified under Regulation 3(2) of SEBI (SAST) Regulations, 2011 and therefore in compliance of Regulation 3(2) of SEBI (SAST) Regulations, 2011, this Open Offer is being made to the equity shareholders of the Target Company.

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2. Transaction which has triggered the open offer obligations (Underlying Transaction)

Details of underlying transaction						
Type of Transaction (direct/ ~~Indirect~~)	Mode of Transaction (Agreement / ~~Allotment/ Market Purchase~~)	Shares / Voting Rights acquired/~~proposed to be acquired~~		Total Consideration for shares/ VRs acquired (in Rs.)	Mode of Payment (Cash/ ~~securities~~)	Regulations which has triggered
		Number	% vis a vis total equity/ voting capital			
NA	NA	NA	NA	NA	NA	NA

3. Acquirer(s) ~~/ PAC~~

Name of Acquirer(s) ~~/ PAC(s)~~	Mr. Sagar Dattatraya Meghe	Mr. Sameer Dattatraya Meghe	Mrs. Devika Sagar Meghe	Mrs. Vrinda Sameer Meghe	Total
Address	Plot No. 135, Pandey Layout, Khamla, Nagpur, 440 025, Maharashtra, India	Plot No. 135, Pandey Layout, Khamla Road, Pratap Nagar, Nagpur, 440025, Maharashtra, India	Plot No. 135, Pandey Layout, Khamla, Nagpur, 440 025, Maharashtra, India	Plot No. 135, Pandey Layout, Khamla Road, Pratap Nagar, Nagpur, 440025, Maharashtra, India	-
Name(s) of persons in control/promoters of Acquirer(s)/ PACs where Acquirer(s)/ PAC are companies	NA	NA	NA	NA	-
Name of the Group, if any, to which the Acquirer(s)~~/ PAC~~ belongs to	Meghe Group of Companies	Meghe Group of Companies	Meghe Group of Companies	Meghe Group of Companies	-
Pre Transaction shareholding • Number	3,00,594* equity shares	2,30,400* equity shares	2,85,000* equity shares	2,85,000* equity shares	11,00,994 equity shares
• % of total share capital	3.30%	2.53%	3.13%	3.13%	12.09%
Proposed shareholding after the acquisition of	3,00,594* equity shares	2,30,400* equity shares	2,85,000* equity shares	2,85,000* equity shares	11,00,994 equity shares

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shares which triggered the Open Offer	3.30%	2.53%	3.13%	3.13%	12.09%
Any other interest in the TC	Promoter/Promoter Group and also Director in the Target Company	Promoter/ Promoter Group and also Director of the Target Company	Promoter/ Promoter Group of Target Company	Promoter/Promoter Group of the Target Company	None

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

There are no person acting in concert(s) with the Acquirers and Acquirers are person acting in concert with each other for this Open Offer.

4. Details of selling shareholders, if applicable

Name of Sellers	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
NA	NA	NA	NA	NA	NA

5. Target Company

5.1 **Name** : ADCC Infocad Limited (ISIN: INE016Q01014)

5.2 **Registered Office** : 10/5, I.T. Park, Nagpur – 440022, Maharashtra.

5.3 **Exchange where Listed** : BSE Limited (SME Segment) (Security ID:ADCC, Security Code:538734)

6. Other Details

6.1 Further details of the Offer shall be published on or before Wednesday, June 08, 2016 in the Detailed Public Statement to be issued in terms of the proviso to Regulation 13(4) of the SEBI (SAST) Regulations which will be published as specified under Regulation 14(3) of the SEBI (SAST) Regulations.

6.2 Acquirers undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and that they have adequate financial resources to meet the Offer obligations under the SEBI (SAST) Regulations.

6.3 This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations and this Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

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6.4 The Acquirers accept full responsibility for the information contained in this Public Announcement.

6.5 This PA is expected to be available on SEBI website i.e. *www.sebi.gov.in*

ISSUED BY MANAGER TO THE OFFER

For and on behalf of the Acquirers
Mr. Sagar Dattatraya Meghe, Mr. Sameer Dattatraya Meghe, Mrs. Devika Sagar Meghe and Mrs. Vrinda Sameer Meghe

Hem Securities Ltd.

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Contact Person: Ms. Menka Jha

Place : Mumbai

Date : Wednesday, June 01, 2016

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Menka Jha