

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **AGC NETWORKS LIMITED** ("the Company") will be held on Friday, September 22, 2017 at 11.00 A.M. at Banquet Hall, Equinox Business Park, Off B.K.C, LBS Marg, Kurla West, Mumbai 400070 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017, along with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Verma (DIN: 06871685), who retires by rotation and being eligible, offers himself for re-appointment.
3. To confirm the Interim Dividend of Re. 1/- per Preference Share (face value of ₹ 100/- each) of the Company for the financial year 2016-17, as approved by the Board of Directors on April 29, 2017.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard, 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 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members hereby ratify the appointment of M/s. Walker Chandick & Co. LLP, Chartered Accountants (Firm Registration No. 001076N) as Statutory Auditors of the Company to hold office from the conclusion of this 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting and that the Board of Directors be and is hereby authorized to fix their remuneration.

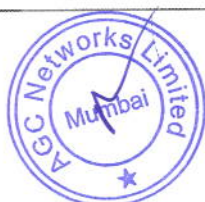
RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to perform all such matters as may be incidental or ancillary to give effect to this resolution including but not limited to filing relevant forms and information with relevant statutory authority/ies."

SPECIAL BUSINESS:

5. Appointment of Mrs. Suparna Singh (DIN 07142898) as Non-Executive Non-Independent Director of the Company

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Suparna Singh (DIN: 07142898) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 16, 2017 and who holds office up to the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013 ("the Act"), and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-executive Non-Independent) of the Company whose office shall be liable to retirement by rotation.



RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to perform all such matters as may be incidental or ancillary to give effect to this resolution including but not limited to filing relevant forms and information with relevant statutory authority/ies."

By order of the Board of Directors,
For AGC Networks Limited

Sd/—

Pratik Bhanushali

Company Secretary & Compliance officer
Membership No. F8538

Place: Mumbai.

Dated: August 10, 2017

Registered Office:—

Equinox Business Park (Peninsula Techno Park),
Off Bandra Kurla Complex, LBS Marg, Kurla West,
Mumbai – 400 070.
www.agcnetworks.com

NOTES

- 1) **A Member entitled to attend and Vote at the Annual General Meeting is entitled to appoint a Proxy to Attend and Vote on Poll instead Of himself/herself and such Proxy need not be a Member of the Company. The instrument appointing proxy/ proxies in order to be effective, should be deposited at the registered office of the Company duly completed and signed not less than 48 hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or shareholder.

- 2) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning special business in respect of Item No. 5 as set out above in annexed hereto.
- 3) Corporate Members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
- 4) Members are requested to bring their attendance slip along with their copy of Annual Report to the Annual General Meeting.
- 5) All the documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all the working days between 11.00 AM to 1.00 PM up to the date of the Annual General Meeting.
- 6) The Register of Members and Share Transfer Books of the Company will remain closed from 16.09.2017 (Saturday) to 22.09.2017 (Friday) (both days inclusive) for the purpose of Annual General Meeting.
- 7) M/s. Datamatics Financial Services Limited (DFSL) is "Registrar and Share Transfer Agent" of the Company. All members and investors are hereby advised to contact DFSL at the following address for any assistance, request or instruction regarding transfer or transmission of shares, dematerialization of shares, change of address, non-receipt of annual report, dividend payments and other query / grievance relating to the shares of the Company:
- M/s. Datamatics Financial Services Limited,
Plot No. B-5, Part B Crosslane,
MIDC, Marol, Andheri (East), Mumbai – 40093
Tel: +91 22 6671 2151 to 6671 2156
Fax: +91 22 6671 2209
E- mail: agcinvestors@dfssl.com



- 8) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- 9) Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
- 10) Members desirous of getting any information in relation to the Company's Annual Report 2016–17 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Secretary of the Company to enable the Management to keep the information readily available at the Meeting.
- 11) Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH–13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their Depository Participants.
- 12) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Datamatics Financial Services Limited (DFSL) for consolidation into a single folio.
- 13) 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.
- 14) **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they are maintaining Demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Datamatics Financial Services Limited (DFSL).**
- 15) Notice and the Annual Report will also be available under the Investor Relations section on the website of the Company www.agcnetworks.com.
- 16) Profiles of the Directors seeking appointment/re-appointment, as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in this Notice.

These Directors have furnished the requisite consents/declarations in respect of their appointment/re-appointment. None of the Directors is related to any Director or to any Key Managerial Personnel of the Company.
- 17) Members are hereby informed that Dividend which remains unclaimed/ un-encashed over a period of Seven years, has to be transferred as per the provisions of the Companies Act, 2013 by the Company to "The Investor Education & Protection Fund" constituted by the Central Government. It may please be noted that once unclaimed/ un- encashed dividend is transferred to "Investor Education & Protection Fund" as above, no claims shall lie in respect of such amount by the Shareholder.
- 18) **Members who have not registered their e-mail addresses so far are requested to register their email address so that they can get all the information of the Company at the click of the mouse. Members are also requested to immediately notify any changes in their address and /or email IDs to the Company/Registrar at their respective addresses as mentioned in this Notice.**
- 19) As the members are aware, your Company's shares are tradable compulsorily in electronic form. In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of dematerialization of the Company's shares on either of the Depositories viz. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).
- 20) A Route Map along with prominent land mark for easy location to reach the venue of the 31st AGM is annexed herewith the Notice.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

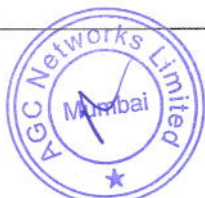
- (i) The voting period begins on 9.00 AM on 19.09.2017 and ends on 5.00 PM on 21.09.2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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 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 sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach 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 <AGC Networks 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.



- i. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- j. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- k. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(viii) 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.
- (xi) 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.

FOR MEMBERS WHO WISH TO VOTE USING BALLOT FORM:

In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the Annual General Meeting, through polling paper as provided in Section 109 of the Companies Act, 2013 read with Rule 20 of the Rules and Members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting

Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

GENERAL INSTRUCTIONS

The Board of Directors has appointed M/s. S. K. Jain & Co., Practicing Company Secretaries, (Membership No. FCS 1473 CP No 3076) as the Scrutinizer to conduct the e-voting process and voting through Ballot forms received from Members in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The Scrutinizer shall submit his report to the Chairman who shall declare the results of the voting. The result declared alongwith the Scrutinizer's Report shall be placed on the Company website www.agcnetworks.com and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to the National Stock Exchange Ltd and the Bombay Stock Exchange Limited, where the equity shares of the Company are listed.



STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors at its Meeting held on March 16, 2017, appointed Mrs. Suparna Singh as an Additional Director of the Company with immediate effect. Under Section 161(1) of the Companies Act, 2013, Mrs. Singh holds office only up to the date of this Annual General Meeting of the Company. A Notice has been received from a member proposing Mrs. Singh as a candidate for the office of Director of the Company. Brief resume of Mrs. Singh, nature of her expertise in specific functional areas and names of companies in which she holds directorships and shareholding in the companies is provided in the annexure to this Notice.

The Board considers that the appointment of Mrs. Singh as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mrs. Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ANNEXURE TO NOTICE

Details of the Director/s seeking appointment/re-appointment in forthcoming Annual General Meeting
[Pursuant to regulation 36(3) of SEBI (LODR) Regulations, 2015]

Name of Director	Mrs. Suparna Singh	Mr. Sanjeev Verma
Date of Birth	April 4, 1968	July 20, 1967
Date of Appointment	March 16, 2017	February 15, 2016
Expertise in specific functional areas and Qualifications and Brief resume	Mrs. Suparna Singh is an electrical engineer and an MBA from IIM Calcutta. With over 26 years of experience working with leading corporates, Mrs. Singh's professional career has ranged across different roles from the shop-floor to the boardroom. Mrs. Singh has also worked with steel legends like Dr. J. J. Irani during her stint in Business process excellence and supply chain management with leading steel giant. She is also regular in the lecture circuit and plays an active role in mentoring women to become empowered individuals.	Mr. Verma is a Technology Veteran with over 22 years of extensive global experience in the ICT domain. He has highly successful track record in diverse set of management and leadership roles in the areas of business operations, sales and marketing, consulting, M & A and startup operations. Prior to joining AGC, Mr. Verma has contributed to progress and establishment of a leading global technology giant in India. During that tenure, he led from the front all the business development initiatives and helped drive multifold growth in sales and profitability. Prior to joining AGC, Sanjeev has contributed to the progress and establishment of a leading global technology giant in India. During that tenure he led from the front all the business development initiatives and helped drive multi fold growth in sales and profitability.
Name/s of other Listed Companies in which Directorship held	Essar Securities Limited	NIL
Name/s of other Listed Companies in which the Director holds membership in the Committees	Essar Securities Limited	NIL
Shareholding in the Company	NIL	NIL
Relationship between the Directors inter-se	Unrelated, except being on the Board of AGC Networks Limited	

