

AGC NETWORKS LIMITED

EQUINOX BUSINESS PARK, TOWER – 1 (PENINSULA TECHNO PARK)
OFF. BANDRA KURLA COMPLEX LBS MARG KURLA (WEST) MUMBAI 400070
| T - +91 22 6661 7272 | F - +91 22 6704 5888 | Website – www.agcnetworks.com
| CIN L32200MH1986PLC040652



POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 to transact the following Special Businesses by the Members of AGC Networks Limited by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with Postal Ballot Form for your consideration. The Board of Directors has appointed Dr. S. K. Jain, Practising Company Secretary as Scrutinizer for conducting the voting process through Postal Ballot in accordance with law and in a fair and transparent manner. You are requested to carefully read the Instructions printed on the Postal Ballot Form and on the Notice and return the Completed form in the enclosed Self Addressed Postage Pre-paid Envelope (if posted in India) so as to reach the Scrutinizer on or before the close of Business hours on Monday, the 14th July, 2014, the last date for Receipt of the completed Postal Ballot Forms. The Postage on the enclosed Self-Addressed Postage Pre-Paid Envelope shall be borne and paid by the Company.

In Compliance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide an option to the Members holding Shares in Demat Form and in physical form, to vote on the Postal Ballot by way of Electronic voting/e-voting to enable members to cast their vote electronically instead of physical Postal Ballot form. The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facilities to Members of the Company. It may be noted that e-voting is optional. Please carefully read and follow the Instructions on e-voting printed in this Notice. In case the Member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered. The e-voting facility is available at the link www.evotingindia.com till close of Business

hours on Monday, the 14th July, 2014. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner. The Chairman of the Company authorised by the Board of Directors of the Company will announce the result of the Postal Ballot on close of Business hours on Tuesday, the 15th July, 2014 at the Registered Office of the Company besides being communicated to the National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd. the result of the Postal Ballot will also be displayed at the Registered Office address and posted on the Company's website www.agcnetworks.com. The result of Postal Ballot shall also be announced through Newspaper Advertisement. The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the Resolution.

Accordingly, this Notice is hereby given to the Members of the Company for seeking their approval by way of Postal Ballot for the following Special Resolutions together with statement as required under Section 102, of the Companies Act, 2013 setting out the material facts and reasons for the Resolution, along with Postal Ballot Form for your consideration.

SPECIAL BUSINESS:

1. Increase in Authorised Share Capital

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 13, 61 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (share Capital and Debentures) Rules, 2014 as may be applicable and subject to such approvals, consent, sanctions and permissions of appropriate authorities, Departments or bodies as may be necessary, the Authorized share Capital of the Company be increased from Rs. 40,00,00,000/- (Rupees Forty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs 10/- (Rupees

Ten) each and 10,00,000 (Ten Lakh) Cumulative Redeemable Preference Shares of Rs 100/- (Rupees Hundred) each to Rs. 80,00,00,000 (Rupees Eighty Crores) divided into 4,50,00,000 (Four Crore Fifty Lakhs) equity shares of Rs 10/- (Rupees Ten) each and 35,00,000 (Thirty Five Lakh) Cumulative/Non-Cumulative Redeemable Preference Shares of Rs 100/- (Rupees Hundred) each with a right to receive dividends from year to year at a rate or rates not exceeding 15 % per annum as may be determined by the Board of Directors at the time of Issue of these shares, with power to increase or reduce such capital from time to time, in accordance with the Regulations of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the capital for the time into Equity share Capital or Preference Share Capital and to attach thereto respectively any preferential, qualified or Special rights, privileges or conditions and that, if whenever the capital of the Company is divided into shares of different classes, the rights of any such claims may be varied, modified, affected, extended, abrogated or surrendered as provided in Articles of Association of the Company and the legislative provisions for the time being in force.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows

- V. The Authorised Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores) divided into 4,50,00,000 (Four Crore Fifty Lakhs) Equity Shares of Rs 10/- (Rupees Ten) each and 35,00,000 (Thirty Five Lakh) Cumulative/Non-Cumulative Redeemable Preference Shares of Rs 100/- (Rupees hundred) each with a right to receive dividends from year to year at a rate or rates not exceeding 15 % per annum as may be determined by the Board of Directors at the time of Issue of these shares, with power to increase or reduce such capital from time to time, in accordance with the Regulations of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the capital for the time into Equity share Capital or Preference Share Capital and to attach thereto respectively any preferential, qualified or Special rights, privileges or conditions. If and whenever the capital of the Company is divided into shares of different classes, the rights of any such claims may be varied, modified, affected, extended, abrogated or surrendered as provided in

Articles of Association of the Company and the legislative provisions for the time being in force."

RESOLVED FURTHER THAT the existing Article 4A of the Articles of Association be deleted and substituted by new Article 4A as under

- 4A. The Authorised Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crore) divided into :- 4,50,00,000 (Four Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 35,00,000 (Thirty five Lakh) Cumulative/ Non-Cumulative Redeemable Preference shares of Rs. 100/- (Rupees Hundred) each with a right to receive dividends from year to year at a rate or rates not exceeding 15 % per annum as may be determined by the Board of Directors at the time of Issue of these share each with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in these presents with the power to increase or reduce the capital and to divide the shares in the capital of the company for the time being into Equity Share Capital and/ or Preference Share Capital with qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the Act provided by these presents.

2. Issue of 1% Non-Cumulative Non-Convertible Redeemable preference Shares of Rs. 100 each

To consider and if though fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 55 read with Section 42 and 62 and all other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and enabling provisions of Memorandum and Articles of Association of the Company and Listing Agreements entered into by the Company with the Stock Exchanges where the Securities of the Company are listed and subject to the approvals, consents, Permissions and/or Sanctions, as may be required from any appropriate authority, institution or body (herein after collectively referred to as "the Appropriate Authority") and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications (herein after referred to as "the requisite approvals") and which may be

agreed by the Board of Directors of the Company (herein after referred to as “the Board” which term shall be deemed to include any committee duly constituted by the Board or any committee which the board may have constituted or are here after constitute, to exercise one or more of its power including the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 15,00,000 (Fifteen Lakhs) 1% Non-Cumulative Non-convertible Redeemable preference Shares of Rs. 100/- (Rupees Hundred) each to M/s. Essar Information Technology Limited having its Registered office at Essar House, 11, K. K. Marg, Mahalaxmi, Mumbai 400034 for a total consideration of Rs. 15,00,00,000 (Rupees Fifteen Crores) on such terms and conditions and in such manner as the Board may think fit.

RESOLVED FURTHER THAT 15,00,000 1% Non-Cumulative Non-Convertible Redeemable preference Shares of Rs. 100/- (Rupees Hundred) each shall be subject to the following conditions.

- a. The preference shares shall be redeemed at the option of Investor in one or more tranches at any time between 5th year from the date of allotment and before expiry of 7th year from the date of allotment and the shares shall be redeemed at par.
- b. Such shares will have priority with respect to payment of dividend or repayment of capital vis-à-vis Equity shares.
- c. The Shareholder of such shares will not be entitled to participate in surplus fund.
- d. The shareholders of such shares shall be entitled to participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
- e. The payment of dividend on such shares shall be on Non-Cumulative basis.
- f. The shareholders of such shares shall have no option of conversion of Preference Shares into Equity Shares.
- g. Incase the dividend on such shares remains unpaid for a period of 2 years or more, the shareholders of such shares shall have a right to vote on all the resolutions placed before the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds,

matters and things as it may at its discretion be necessary, desirable or expedient to effect the issue or allotment of 15,00,000 1% Non-Cumulative Non-Convertible Redeemable preference Shares of Rs. 100/- (Rupees Hundred) each and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment to M/s. Essar Information Technology Limited and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by the above resolutions to any Director or to any Committee of Directors or any other officers or officers of the Company to give effect to the aforesaid resolution. ”

3. **Borrowing powers of the Board of Directors**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolutions, pursuant to the provisions of Section 180 (1) (c) and (2) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approval(s) of the appropriate authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of Directors for the time being authorized by the Board of Directors to exercise the powers conferred on the Board by this resolution), to borrow and raise money from time to time, from any one or more Banks, Individuals, Foreign Institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Pension Funds, Gratuity Funds, Hedge Funds, or any other Funds, Trusts, Institutions, bodies, entities, or persons, whether incorporated or not and whether Indian or foreign, and whether by way of cash credit, term loans, advances, deposits, loans or bill discounting, deferred payment credits/ guarantees, issue of Debentures, Securities, Bonds or other debt instruments, external commercial borrowings or by way of any other permitted mode of borrowings, whether convertible or not; and whether unsecured or secured by mortgage, charge,

hypothecation, lien, pledge or any other kind of security created on the assets and/or properties of the Company, subsidiaries, joint ventures, associates, or of any other persons or individuals, whether movable or immovable, tangible or intangible, or stock in trade (including raw materials, spare parts and components, in stock or in transit and work in progress), or by any kind of guarantees and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Companies bankers in the ordinary course of Business) will or may exceed the aggregate of the paid up share capital of the Company and its free Reserves, so that the total amount upto which the monies may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores) exclusive of interest and other charges on such borrowings, AND THAT the Board of Directors be and is hereby further authorized to execute such debenture trust deeds and/or Mortgage, charge, hypothecation, lien, guarantees/ assurance deeds and other deeds, promissory notes, deposit receipts, loan or security documents, agreements, instruments, receipts, or writings containing such conditions and covenants as the Director may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required (including deciding the terms and conditions of the borrowings and utilization of the funds so borrowed), to delegate all or any of the powers conferred on it to any committee of Directors or any Director or any other officer(s) or agent or representative of the Company; and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, matter, difficulty or doubt that may arise in this regard.”

4. Creation of Charges

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, office Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as ‘the Act’), consent of the Members of the Company be and is hereby accorded to the Board of Directors of

the Company(hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of Directors for the time being authorised by the Board of Directors to exercise the powers conferred on the Board by this resolution) to mortgage and/or create charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable, immovable or any other type and kinds of properties, assets and /or rights of the Company(whether tangible or intangible), in favour of the Lender(s) /Agent(s) and/or Trustee(s), or other appropriate authorities/persons, for securing the borrowings of the Company availed / to be availed in any form or manner, in foreign currency and / or rupee currency, including by way of term and other loan(s), cash credit, overdraft, advances, deposits, bill discounting, deferred payment credits/ guarantees, debentures, Securities, Bonds or other debt instruments, external commercial borrowings, (comprising Fully / Partly Convertible and/or Non-Convertible, with or without detachable or non-detachable Warrants and/or Secured Premium Notes and /or Floating Rates Notes/Bond or other debt instruments), or byway of any other permitted mode of borrowings, whether convertible or not; issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180 (1) (c) of the Act and other time to time applicable provisions, if any, of the Act; together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document(s) entered into / to be entered into between the Company and the Lender(s)/Agent(s) and/or Trustee(s), in respect of the said loans/ borrowings/debentures and containing such specific terms and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/ Agent(s)/Trustee(s)/other appropriate authorities/ persons.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute

such documents/deeds/writings/papers/agreements as may be required (including deciding the terms and conditions of securing the borrowing), to delegate all or any of the powers conferred on it to any Committee of Directors, or any Director or any other officer(s) or agent or representative of the Company; and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, matter, difficulty or doubt that may arise in this regard.”

By order of the Board of Directors,
Sd/-
Pratik Bhanushali
Company Secretary

Place: Mumbai.

Dated: May 23, 2014

Registered Office:-

Equinox Business Park,
Tower – 1 (Peninsula Techno Park)
Off. Bandra Kurla Complex, LBS Marg Kurla (West)
Mumbai 400070

NOTES:

1. The Notice is being sent to all the Members by post (and electronically by email to those Members who have registered their email IDs with the Company), whose names appear in the Register of Members/ Record of Depositories as on 30th May, 2014. The voting shall be reckoned in proportion to a Members share of the paid up equity share capital of the Company as on 30th May, 2014.
2. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the “green initiative” undertaken by MCA, have been sent a link for postal ballot notice and postal ballot form along with their login ID and password for the purpose of e-voting on their registered e-mail IDs. Such Shareholders who wish to vote through ballot form can download the ballot form from the link. Members have an option to cast their votes either through e-voting or through postal ballot form. Members who wish to cast their votes physically through postal ballot form, may do so by filling up the details required herein. The postal ballot form duly completed should be sent to the scrutinizer in the attached self – addressed postage prepaid envelope, so as to reach the scrutinizer on or before the close of working hours on Monday, the 14th July, 2014 to be eligible for being considered, failing which, it shall be strictly treated as if no reply has been received from the member. However, envelopes containing Postal Ballot, if sent by courier at the expense of the

Registered Shareholder will also be accepted. The same shall be sent to the Scrutinizer at S.K. Jain & Co., 13/16. Kapadia Chambers, Ground Floor, 599, J.S.S. Road, Chira Bazar, Mumbai – 400002. Shareholders who do not receive the Postal Ballot Form may apply to the Company or company’s Registrar and Transfer agents, Datamatics Financial Services Limited (Plot No. B-5, Part B cross lane, MIDC, Andheri (E), Mumbai – 400093) and obtain a duplicate thereof.

ANNEXURE TO THE NOTICE

Statement under Section 102 of the Companies Act, 2013

ITEM NO. 1

The present Authorised Share Capital of the Company is Rs. 40,00,00,000 consisting of 3,00,00,000 Equity shares of Rs. 10 each/- and 10,00,000 Preference Shares of Rs. 100/- each. To meet its growth objectives, to strengthen the financial position and also, to meet adequate working requirements of the Company, the Company is required to generate medium/long term resources, and hence, it is proposed to issue 15,00,000 1% Non-Cumulative Non-Convertible Redeemable preference Shares of Rs. 100/- (Rupees Hundred) each aggregating to Rs. 15,00,00,000 (Rupees Fifteen Crores). The Authorised Capital of the Company is therefore required to be increased from Rs. 40,00,00,000 (Rupees Forty Crores) to Rs. 80,00,00,000 (Rupees Eighty Crores) consisting of 4,50,00,000 Equity shares of Rs. 10/- (Rupees Ten) each and 35,00,000 1% Cumulative/Non- Cumulative Redeemable preference Shares of Rs. 100/- (Rupees Hundred) each.

The Board has accordingly decided to seek approval of the members for amendment of the Memorandum and Articles of the Association and recommends the passing of the Special Resolution as set out at Item 1 above.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

ITEM NO. 2

To meet its growth objectives, to strengthen the financial position and also, to meet adequate working requirements of the Company, the Company is in requirement to generate medium/long term resources, and has approached M/s. Essar Information Technology Limited to bring in Capital by subscribing to 15,00,000 1% Non-Cumulative Non-Convertible Redeemable preference Shares of Rs. 100/- (Rupees Hundred) each aggregating to Rs. 15,00,00,000 (Rupees Fifteen Crores). The said company has agreed to bring in Rs 15,00,00,000 (Rupees Fifteen Crores) by subscribing to 15,00,000 1% Non-Cumulative Non-Convertible Redeemable preference Shares of Rs. 100/- (Rupees Hundred) each.

The material facts concerned with and relevant to issue of 15,00,000 1% Non-Cumulative Non-Convertible Redeemable preference Shares of Rs. 100/- (Rupees Hundred) each are as follows

Sr. no.	Material facts relevant to the issue	Details									
A	The size of the issue	Rs 15,00,00,000 (Rupees Fifteen Crores only)									
	Number of Preference Shares	15,00,000									
	Nominal value of each Share	Rs. 100/- (Rupees Hundred)									
B	Nature of Shares	Non-Cumulative, Non-Convertible, Non-Participating, Redeemable									
C	Objective of the issue	To meet growth objectives, to strengthen the financial position and also, to meet adequate working requirements									
D	Manner of issue of shares	The shares shall be issued to M/s. Essar Information Technology Limited at a time									
E	Price at which Shares are proposed to be issued	Rs. 100/- (Rupees Hundred)									
F	Basis on which price has been arrived at	1% Non-Cumulative Non-Convertible Redeemable preference Shares shall be issued at nominal value of Rs. 100/- (Rupees Hundred) per Share and shall be redeemed at Rs. 100/- (Rupees Hundred) per Share.									
G	Terms of issue and dividend rate	The shares shall carry coupon rate of 1% p.a. and if the dividend remains unpaid for a period of 2 years the holder of the shares shall have a voting right on all the resolutions placed before the meeting of the Company.									
H	Terms of redemption	The preference shares shall be redeemed at the option of Investor in one or more tranches at any time between 5 th year from the date of allotment and before expiry of 7 th year from the date of allotment and the shares shall be redeemed at par.									
I	Manner and mode of redemption	The Preference Shares shall be redeemed out of profits of the Company or out of the proceeds of the fresh issue									
J	Expected dilution in Equity Share Capital	Since Preference Shares are non-convertible and redeemable, there will be no dilution in Equity Share Capital of the Company.									
K	Current shareholding pattern of the company* (as on 31.3.2014)	<table> <tr> <th>Category</th><th>No. of shares</th><th>% of holding</th></tr> <tr> <td>Promoters</td><td>21349848</td><td>75%</td></tr> <tr> <td>Public</td><td>7116616</td><td>25%</td></tr> </table> *Detailed shareholding pattern is available on the website of the Company i.e. www.agcnetworks.com and is also available on the website of BSE Ltd. i.e. www.bseindia.com and National Stock Exchange of India Ltd. i.e. www.nseindia.com.	Category	No. of shares	% of holding	Promoters	21349848	75%	Public	7116616	25%
Category	No. of shares	% of holding									
Promoters	21349848	75%									
Public	7116616	25%									

The Board has accordingly decided to seek approval of the members for amendment of the Memorandum and Articles of the Association and recommends the passing of the Special Resolution as set out at Item 2 above.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

ITEM NO. 3 & 4

On 18th January, 2011, Members of the Company by way of an Ordinary Resolution had accorded its consent to the Board of Directors to borrow funds and to mortgage

and/ or create charge on all or any one of the movable/ immovable properties or such other assets of the Company to the extent of Rs. 1000 Crore (Rupees One Thousand Crore) in excess of the paid up capital and free reserves of the company.

Consequent to notification of Section 180 of the Companies Act, 2013 consent of the Company is required by way of Special resolution to borrow funds in excess of the Paid up Capital and Free Reserves of the Company and to create security for the same. Accordingly Item No. 3 & 4 have been proposed for your consideration and approval.

For the avoidance of doubts it is clarified that the proposed resolutions No. 3 & 4 do not increase the amounts that may be borrowed by the Board of Directors or the amount of charges that may be created that had already been approved by the members of the company. It is further to be noted that these resolutions are for complying with the provisions of the new Companies Act, 2013, and do not increase the current borrowing powers of the Board.

The Board has accordingly decided to seek approval of the members for amendment of the Memorandum and Articles of the Association and recommends the passing of the Special Resolution as set out at Item 3 and 4 above.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

Instructions for Voting:

Voting through Physical Postal Ballot Form

A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before Monday, the 14th July, 2014. Any Postal Ballot Form received after the prescribed period shall be treated as if the reply from the shareholders has not been received. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

E-Voting Facility

1. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. The instructions for members for e-voting

are as under:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii. Now click on "Shareholders" to cast your votes.
- iii. Now, select the Electronic Voting Sequence Number (EVSN) along with "AGC Networks Limited" from the drop down menu and click on SUBMIT.
- iv. Now, fill up the following details in the appropriate boxes:

Enter	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User-ID	For NSDL – 8 Character DP ID + 8 digits Client ID. For CDSL – 16 digits Beneficiary ID.	Registered Folio Number with the Company
Password	Your Unique Password has been printed on the Postal Ballot form	For seeking the Password if it is not printed on the Postal Ballot form, members are requested to send a written and signed request, to the Company / Registrar & Share Transfer Agent, stating the email id at which the "Password & Default Number" Would be sent by the Company. Alternatively, a scanned copy of such request can also be emailed at investors@agcnetworks.com
PAN or Default Number	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Department	Enter the Default Number sent to you by the Company (along with the Password) on your email id as provided by you/printed on the postal ballot form.

After entering these details appropriately, click on "SUBMIT" tab.

- v. After logging in the details of “User id, Password, PAN or Default Number”, the members holding shares in physical form will reach directly to the voting screen. However, Members holding shares in DEMAT form will now be required to mandatorily change their password in the new Password field and may enter their demographic details i.e. mobile number and email id. The same email id can be used in case the Member forgets the password and the same needs to be reset. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly remember that this password can be used by the demat shareholders for voting of resolution of any other Company in which they are eligible to vote, provided that company opts for e-voting through CDSL e-Voting platform.
- vi. If you are a shareholder, holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote for an earlier EVSN of any other company or Changed your password then you may continue to use your existing login id and password.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- viii. On the voting page, you will see Resolution Description and against the same the option ‘YES/ NO’ for voting. Enter the number of shares under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding. The Options YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.
- ix. Click on the Resolution File Link if you wish to view the entire resolution file.
- x. 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.
- xi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii. In case you have any queries or issues regarding e-voting, please contact on the helpdesk. evoting@cdslindia.com or on www.agcnetworks.com
- xiii. WInstitutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at www.agcnetworks.com with a copy marked to helpdesk.evoting@cdslindia.com.

INVESTOR FRIENDLY TIPS

Dear Shareholders,

Would you like to have all updated information about your Company at the click of your mouse? Would you like to contribute to AGC’s CSR (Corporate Social Responsibility) initiative? Would you like to know how? It’s simple! Just ensure that you have a tick against each of the below boxes.

- ☐ My email id is mentioned in the postal ballot form (attached herewith)
- ☐ I have emailed my updated contact details, including email id to investors@agcnetworks.com / amit_banerjee@dfssl.com
- ☐ I have initiated / will initiate at the earliest; the process of getting my physical shares demat

We would like to thank you for your initiative to contribute to society. Following are some of the benefits,

- Information at the click of a mouse and thus speed and ease of communication
- Confidentiality of information which will only be accessed by you
- Savings on paper consumption
- Thus contribution to an eco friendly environment
- Savings on related costs

Thank you!