

AGC/SD/SE/2018/34

August 1, 2018

AGC Networks Limited
Equinox Business Park
Tower 1, Off BKC
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India
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Corporate Relationship Department Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Fort, Mumbai - 400 001	Corporate Relationship Department National Stock Exchange Limited Exchange plaza, Bandra Kurla complex, Bandra (E), Mumbai 400051
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Dear Sir/Madam,

Sub: Submission of proceedings of the 32st Annual General Meeting of the Company held on Wednesday, August 1, 2018

Ref.: Scrip code BSE: 500463/NSE: AGCNET

Pursuant to regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith proceedings of the 32nd Annual General Meeting of the Company held on Wednesday, August 1, 2018 at 11.00 AM at Banquet hall, Equinox Business Park, Off B.K.C, L.B.S Marg, Kurla West, Mumbai - 400070.

This is for your information, record and necessary action.

Thanking You,

For AGC Networks Limited



Aditya Goswami
Company Secretary & Compliance officer
Encl.: A./a.



**PROCEEDINGS OF THE 32ND ANNUAL GENERAL MEETING OF THE COMPANY HELD ON
WEDNESDAY, AUGUST 1, 2018 AT 11.00 AM**

1. Day, time and venue of the meeting:

The 32nd Annual General Meeting of the Company was held on Wednesday, August 1, 2018 at 11.00 AM at Banquet hall, Equinox Business Park, Off B.K.C, L.B.S Marg, Kurla West, Mumbai - 400070.

2. Proceedings in brief:

- Mr. Sujay Sheth, Chairman (Independent Director) chaired the meeting.
- The meeting was adjourned till half an hour for want of requisite quorum.
- The meeting recommenced at 11.15 AM. The requisite quorum being present, the Chairman called the meeting to the order.
- The Chairman addressed the members. After a brief introduction by the chairman on financial accounts and business of the Company for the FY 2017-18, the Chairman answered all the queries and questions as raised by the members present at the meeting to the satisfaction of the members and then the following businesses were transacted and resolutions with regard to the following matters were proposed at the meeting.

Ordinary Business:

1. Consideration and adoption of the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018, along with the Reports of Directors and Auditors thereon.
2. Re-appointment of Mr. Sanjeev Verma (DIN: 06871685), a Director retiring by rotation.
3. Payment of dividend of Rs. 1 /- (i.e. 1 %) per share on Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.100/- each of the Company for the FY2017-18, as recommended by the Board of Directors on May 29, 2018.
4. Re-appointment of M/s. Walker Chandiok & Co. LLP , Chartered Accountants (ICAI Registration No. 001076N) as Statutory Auditors of the Company to hold office from the conclusion of the 32nd Annual General Meeting until the conclusion of the 33rd Annual General Meeting and to fix their remuneration.

Special Business:

5. Appointment of Mr. Dilip Thakkar (DIN:00007339) as an Independent Director of the Company.

6. Appointment of Mrs. Mahua Mukherjee (DIN: 08107320) as an Executive Director of the Company.
7. Appointment of Mr. Kaustubh Sonalkar (DIN: 06956678) as a Non-Executive Director of the Company.
8. Approval of fund raising options upto an amount not exceeding Rs.500 Crores.
9. Increase in Authorised Share Capital of the Company and alteration of capital clause in the Memorandum of Association of the Company.
10. Alteration in the Articles of Association of the Company subsequent to increase in Authorised Share Capital.
11. Approval of variation in terms of 1% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.100/- each issued by the Company.

The details of voting results of which (along with E-voting results), shall be submitted to the Stock exchanges within 48 hours of the conclusion of the Annual General Meeting.

All the resolutions set out in the Notice calling the Annual General Meeting and as mentioned above are deemed to be passed on the date of the Annual General Meeting i.e. August 1, 2018.

Thanking You,

For AGC Networks Limited



Aditya Goswami
Company Secretary & Compliance Officer

