

# NOTICE

**NOTICE** is hereby given that the Twenty Ninth Annual General Meeting of the members of **AGC NETWORKS LIMITED** will be held on Thursday, August 6, 2015 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 Balance Sheet as at March 31, 2015, the Profit & Loss Account for the year ended on that date together with the Schedules attached thereto and the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Neeraj Gupta (DIN 00317395), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sanjeev Verma (DIN 06871685), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint the retiring Auditors M/s. Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution, with or without modifications(s):

**“RESOLVED THAT** M/s. Walker Chandiook & Co. LLP , Chartered Accountants (ICAI Registration No. 001076N), be and are hereby re-appointed Auditors of the Company, to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors in addition to reimbursement of out-of-pocket expenses in connection with the work of audit to be carried out by them.”

## **SPECIAL BUSINESS:**

5. To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions 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) and Clause 49 of the Listing Agreement, Mr. Jango Dalal (DIN: 01683803), who was appointed by the Board, with effect from 27<sup>th</sup> May, 2015 as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 27<sup>th</sup> May, 2015 to hold office for 5 (five) consecutive years commencing from 27<sup>th</sup> May, 2015.”

6. To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 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. (Dr.) Sujaya Banerjee (DIN: 06814544) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12th March, 2015 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013 (“the Act”), but who 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 his candidature for the office of Director of the Company, be and is hereby appointed a Director (Non-executive) of the Company whose office shall be liable to retirement by rotation.

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

Sd/-  
**Pratik Bhanushali**  
Company Secretary

Place: Mumbai.  
Dated: June 25, 2015

**Registered Office:**  
Equinox Business Park  
(Peninsula Techno Park),  
Off Bandra Kurla Complex,  
LBS Marg, Kurla West,  
Mumbai – 400 070.

## NOTES

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy should however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 2) 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.
- 3) 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.
- 4) Members are requested to bring their attendance slip along with their copy of annual report to the Annual General Meeting.
- 5) Members who wish to obtain information on the Company or view the accounts for the financial year ended March 31, 2015, may visit the company’s corporate website [www.agcnetworks.com](http://www.agcnetworks.com) or send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
- 6) 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.
- 7) The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from 31.07.2015 (Friday) to 06.08.2015 (Thursday) (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if any, declared at the Annual General Meeting.

- 8) 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
- 9) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. Nomination forms can be obtained from the registrars of the Company.
- 10) 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.
- 11) As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement containing details of the concerned Directors are given below.
- 12) 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- en-cashed dividend is transferred to “Investor Education & Protection Fund” as above, no claims shall lie in respect of such amount by the Shareholder.
- 13) Members who have not registered their e-mail addresses so far are requested to register their email address so that they can get the all the information of the Company at the click of the mouse and receive the Annual report and other communications electronically.**
- 14) 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).

### **INSTRUCTIONS FOR E-VOTING**

The voting period begins on 9.00 a.m. on Monday, August 3, 2015 and ends on 5.00 p.m. on Wednesday August 5, 2015. 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 Thursday, July 30, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

|                              | For Members holding shares in Demat Form and Physical Form   |
|------------------------------|--|
| PAN                          | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank details or DOB | <p>Enter the Dividend Bank details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <p>If both the details are not recorded with the depositories or the Company, please enter the member ID/folio No in the dividend bank details field as mentioned above.</p>  |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <AGC Networks Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.

(xvii) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xviii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 5**

The Board of Directors of the Company appointed Mr. Jango Dalal as an Additional Director of the Company with effect from 27<sup>th</sup> May, 2015 pursuant to the provisions of Section 161(1) of the Act. In terms of the provisions of Section 161(1) of the Act, Mr. Dalal would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Dalal for the office of Director of the Company. Mr. Dalal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company from the effective date of appointment and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Dalal stating that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Dalal possesses appropriate skills, experience and knowledge, inter alia, in the Company related business.

In the opinion of the Board, Mr. Dalal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Dalal is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Dalal is appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Dalal as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Mr. Dalal and his relatives, to the extent of their shareholding interest, if any, in the Company,

none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

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

#### **Item No. 6**

The Board of Directors at their meeting held on 12<sup>th</sup> March, 2015 appointed Mrs. (Dr.) Sujaya Banerjee as an Additional Director of the Company with immediate effect. Under Section 161(1) of the Companies Act, 2013, Mrs. Banerjee 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. Banerjee as a candidate for the office of Director of the Company. Brief resume of Mrs. Banerjee, nature of her expertise in specific functional areas and names of companies in which she holds directorships and shareholding in the Company is provided in the annexure to this notice.

The Board considers that the appointment of Mrs. Banerjee as a Director (non-executive) 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. Banerjee, 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. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

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

Sd/-  
**Pratik Bhanushali**  
Company Secretary

Place: Mumbai.  
Dated: June 25, 2015

**Registered Office:**  
Equinox Business Park  
(Peninsula Techno Park),  
Off Bandra Kurla Complex,  
LBS Marg, Kurla West,  
Mumbai – 400 070.

## ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting  
(In pursuance of Clause 49 of the Listing Agreement)

|  |   |
|--|---|
| <b>Name of Director</b>  | Mr. Neeraj Gupta  |
| <b>Age</b>   | 47 Years  |
| <b>Date of Appointment</b>   | 22nd April, 2014  |
| <b>Expertise in specific functional areas and Qualifications</b>                 | As mentioned on page No. 22-23 of the Annual Report 2014-15 of AGC Networks Limited   |
| <b>List of other Companies in which Directorship held as on 22nd April, 2014</b> | <ol style="list-style-type: none"> <li>1. The MobileStore Services Limited</li> <li>2. Ample Holdings Pvt Ltd</li> <li>3. Essar Satvision Limited</li> <li>4. Chilloda Farms Limited</li> <li>5. Rupa Investments Limited</li> <li>6. Essar Capital Limited</li> <li>7. Essar Capital Holdings (India) Limited</li> <li>8. Meradata Private Limited</li> <li>9. Essar Securities Ltd</li> <li>10. Techprimus Solutions India Pvt Ltd</li> </ol> |
| <b>Shareholding in the Company as on 22nd April, 2014</b>                        | NIL   |

|  |   |
|--|---|
| <b>Name of Director</b>  | Mr. Sanjeev Verma   |
| <b>Age</b>   | 48 Years  |
| <b>Date of Appointment</b>   | 15th May, 2014  |
| <b>Expertise in specific functional areas and Qualifications</b>               | As mentioned on page No. 22-23 of the Annual Report 2014-15 of AGC Networks Limited |
| <b>List of other Companies in which Directorship held as on 15th May, 2014</b> | NIL   |
| <b>Shareholding in the Company as on 15th May, 2014</b>                        | NIL   |

|  |   |
|--|---|
| <b>Name of Director</b>  | Mr. Jangoo Dalal  |
| <b>Age</b>   | 49 Years  |
| <b>Date of Appointment</b>   | 27th May, 2015  |
| <b>Expertise in specific functional areas and Qualifications</b>               | As mentioned on page No. 22-23 of the Annual Report 2014-15 of AGC Networks Limited   |
| <b>List of other Companies in which Directorship held as on 27th May, 2015</b> | <ul style="list-style-type: none"> <li>Smartlink Network Systems Limited</li> <li>iguru Ventures Private Limited</li> </ul> |
| <b>Shareholding in the Company as on 27th May, 2015</b>                        | NIL   |

|  |   |
|--|---|
| <b>Name of Director</b>  | Dr. (Mrs.) Sujaya Banerjee  |
| <b>Age</b>   | 48 Years  |
| <b>Date of Appointment</b>   | 12th March, 2015  |
| <b>Expertise in specific functional areas and Qualifications</b>                 | As mentioned on page No. 22-23 of the Annual Report 2014-15 of AGC Networks Limited |
| <b>List of other Companies in which Directorship held as on 12th March, 2015</b> | Capstone People Consulting Private Limited  |
| <b>Shareholding in the Company as on 12th March, 2015</b>                        | NIL   |