

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of AGC NETWORKS LIMITED (“the Company”) will be held on Wednesday, August 1, 2018 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 the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 along with the Reports of Board 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 declare a dividend on Preference Shares, if any.
4. To re-appoint 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, 142 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 consent of the Members be and is hereby accorded to re-appoint M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N) as Statutory Auditors of the Company to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors.”

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Dilip Thakkar (DIN:00007339), who was appointed as an Independent Additional Director of the Company by the Board of Directors with effect from February 8, 2018, and who holds office only 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 re-appointment and has furnished a notice in writing to the Company under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from the date of original appointment and his office shall not be liable to determination by retirement of directors by rotation.”

6. Appointment of Mrs. Mahua Mukherjee (DIN: 08107320) as an Executive Director of the Company

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 Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Mahua Mukherjee (DIN: 08107320) who was appointed

by the Board of Directors as an Additional Director of the Company with effect from 5th April, 2018 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, and is eligible for re-appointment and in respect of whom the Company has received a notice under Section 160 of the Act in writing proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Executive Director of the Company and her office shall be liable to retirement by rotation.

7. Appointment of Mr. Kaustubh Sonalkar (DIN: 06956678) as a Non-Executive Director of the Company

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 Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kaustubh Sonalkar (DIN:06956678) who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 15, 2018 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, and is eligible for re-appointment and in respect of whom the Company has received a notice under Section 160 of the Act in writing proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company and his office shall be liable to retirement by rotation.

8. Further Issue of Securities:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(C) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any amendments thereto or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the stock exchanges and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015, the provisions of the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, (“FEMA”) and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Government of India (“GoI”), the stock exchanges and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value ₹ 10/- each (“Equity Shares”), Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or

more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutions Placement (“QIP”) or any combination thereof, through issue of prospectus and /or placement document or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers (“QIBs”) as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non–resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the “Issue”).

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re–organisation or restructuring.

“RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.”

“RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the “QIP Floor Price”). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under applicable law on the QIP Floor Price.”

“RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members 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 to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

9. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.

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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force) the existing Authorised Share Capital of the Company of ₹ 145,00,00,000/- (Rupees One Hundred and Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each and 1,00,00,000 (One Crore) Cumulative/Non-Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees Hundred only) each, be and is hereby reclassified to ₹ 145,00,00,000/- (Rupees One Hundred and Forty Five Crores) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each, 50,00,000 (Fifty Lakh) Cumulative/Non-Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees Hundred only) each and 50,00,000 (Fifty Lakh) Convertible Preference Shares of ₹ 100/- (Rupees Hundred only) each or such other denomination as may approved by the Board on split or consolidation of such Preference Shares.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“The Authorised Share Capital of the Company is ₹ 145,00,00,000/- (Rupees One Hundred and Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten only) each, 50,00,000 (Fifty Lakh) Cumulative/Non-Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees Hundred only) each and 50,00,000 (Fifty Lakh) Convertible Preference Shares of ₹ 100/- (Rupees Hundred only) each or such other denomination as may approved by the Board on split or consolidation of such Preference Shares, 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 the Articles of Association of the Company and the legislative provisions for the time being in force. “

10. Alteration in the Articles of Association

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by replacing the existing Clauses no. 4 and 5 with the following new Clauses:

4A. *The Authorised Capital of the Company is ₹ 145,00,00,000/- (Rupees One Hundred and Forty Five Crores only) divided into :-*

- i) *4,50,00,000 (Four Crores Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten only) each;*
- ii) *50,00,000 (Fifty Lakh) Cumulative/Non-Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees Hundred only) 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;*
- iii) *50,00,000 (Fifty Lakh) Convertible Preference Shares of ₹ 100/- (Rupees Hundred only) each or such other denomination as may approved by the Board of Directors on split or consolidation of such Preference Shares 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;*

each with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in these presents and with 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 or provided by these presents.

B. Subject to the provisions of the Act, the Company shall have the power to issue the Preference Shares of ₹ 100 (Rupees Hundred only) each or such other denomination as may approved by the Board of Directors on split or consolidation of the Convertible Preference Shares.

C. The rights, privileges and conditions attached to the Cumulative/Non-Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees hundred) each shall be as follows :-

- i) *The Cumulative Redeemable Preference Shares shall confer on the holders thereof, the right to a fixed preferential dividend 2 from the date of allotment, at a rate not exceeding 15% per annum as may be determined by the Board on the capital for the time being paid up or credited as paid up thereon.*
- ii) *The aforesaid Preference Shares shall rank for capital and dividend (including all dividends undeclared upto the commencement of winding up) and for repayment of capital in a winding up, pari passu inter se and in priority to the Equity Shares of the Company, but shall not confer any further or other right to participate either in profits or assets.*
- iii) *The holders of the aforesaid Preference Shares shall have the right to receive all notices of general meetings of the Company but shall not confer thereon the right to vote at any meetings of the Company save to the extent and in the manner provided in the Companies Act, 1956, or any enactment thereof.*
- iv) *The aforesaid Preference Shares shall not confer any right on the holders thereof to participate in any offer or invitation by way of rights or otherwise to subscribe for additional shares in the Company; nor shall the Cumulative Redeemable Preference Shares confer on the holders thereof any right to participate in any issue of bonus shares or shares issued by way of capitalization of reserves.*
- v) *The aforesaid Preference Shares shall be redeemed at any time after six months, but not later than ten years, from the date of allotment as may be decided by the Directors in accordance with the terms of the issue and in accordance with the provisions of the Companies Act, 1956, or any reenactment thereof.*
- vi) *The rights and terms attached to the aforesaid Preference Shares may be modified or dealt with by the Directors in accordance with the provisions of the Articles of Association of the Company*

5. The Company may, subject to the provisions of the Act, issue preference shares which are, or at the option of the Company are to be liable, to be redeemed/converted and may redeem/convert such shares in any manner provided in the said section and may issue shares up to the nominal amount of the shares redeemed or to be redeemed as provided in the said Act. Where the Company has issued redeemable/convertible preference shares the provisions of the said Act shall be complied with.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

11. Variation in terms of 1% Non-Cumulative Non-Convertible Redeemable Preference Shares of ₹ 100/- each issued by the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 48, 55, 62 (1) (c) and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 as amended (“SEBI (SAST) Regulations”) and all other applicable laws including the Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, various rules, regulations, press notes, notifications, any other guidelines, regulations and clarifications issued by the Government of India, all applicable regulations, circulars, notifications issued by the Securities and Exchange Board of India (“SEBI Regulations”), the Reserve Bank of India (“RBI”), stock exchanges on which the equity shares of the Company are listed; and also by any other statutory/regulatory authorities and subject to all such other approvals, permissions, consents and/or sanctions of any authorities (including but not limited to approvals of competition authorities and the Oversight Committee of the Reserve Bank of India), as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors of the Company (the “Board”) which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to change/alter/vary/replace the existing terms and nature of 1% Non-Cumulative Non-Convertible Redeemable Preference Shares (“NCRPS”) of ₹ 100/- each issued by the Company to 1,50,000 0.01% Compulsorily Convertible Preference Shares (“CCPS”) with the following revised terms:

1. The CCPS shall have a face value of ₹ 1000/- each on consolidation of each 10 existing NCRPS of ₹ 100/- each;
2. The CCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
3. The CCPS shall be non-participating in the surplus funds;
4. The CCPS shall be paid dividend on a non-cumulative basis at the rate of 0.01%;
5. All the outstanding CCPS on August 31, 2018 shall be converted into such number of Equity Shares of ₹ 10/- each of the Company as may be determined based on the valuation mechanism provided under Regulation 76 of the SEBI (ICDR) Regulations, 2009;
6. Any fraction resulting on conversion of CCPS into equity shares, shall be settled within 15 days from the date of such conversion.

RESOLVED FURTHER THAT up to 1,50,000 (“CCPS”) of ₹ 1000 each, be issued in lieu of NCRPS to the following existing holders on change in terms of the NCRPS:

Sr. No.	Name of the existing holders of NCRPS	No. of CCPS to be allotted
1.	Essar Information Technology Limited	1,10,000
2.	Quick Realtors LLP	35,625
3.	Miloni Vipul Modi	4,375
	TOTAL	1,50,000

RESOLVED FURTHER THAT the 'Floor Price' be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the CCPS shall be allotted within a period of 15 days from the date of receipt of shareholders' approval or in the event the allotment of CCPS require any approval(s) or permission(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission(s), as the case may be.

RESOLVED FURTHER THAT:

- the 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the Equity Shares upon conversion of the CCPS shall be 2nd July, 2018 being the date 30 days prior to the date of this Meeting ("Relevant Date") and the conversion price for the CCPS shall be arrived at on the basis of the said Relevant Date, as required under the SEBI ICDR Regulations;
- the CCPS and the Equity Shares to be allotted pursuant to conversion of the CCPS shall be subject to lock-in as applicable under SEBI ICDR Regulations;
- the Equity Shares allotted pursuant to conversion of the CCPS shall be in dematerialized form and shall be listed on one or more recognised stock exchanges in accordance with applicable regulations;
- the Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the CCPS), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the issue of equity shares on conversion without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors,

For **AGC Networks Limited**

Sd/–

Aditya Goswami

Company Secretary & Compliance officer

Membership No. A27365

Place: Mumbai.

Dated: June 15, 2018

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 to 11 as set out above is 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 Thursday, July 26, 2018 till Wednesday, August 1, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- 7) M/s. Datamatics Business Solutions Limited is "Registrar and Share Transfer Agent" of the Company. All members and investors are hereby advised to contact Datamatics Business Solutions 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 Business Solutions 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@datamaticsbpm.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 2017-18 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 Business Solutions Limited, 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 Business Solutions Limited.
- 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-en-cashed 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 and Protection Fund” constituted by the Central Government and the shares in respect of which such dividend is unclaimed/unpaid shall also be transferred to the Investor Education and Protection Fund authority. It may please be noted that once unclaimed/ un- en-cashed dividend or shares are transferred to “Investor Education and 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 32nd AGM is annexed on the back page of the Annual Report.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9.00 AM on July 29, 2018 and ends on 5.00 PM on July 31, 2018. 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 July 25, 2018 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
 - 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.

- (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	<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"> 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.

- (a) After entering these details appropriately, click on “SUBMIT” tab.
- (b) 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.
- (c) For Members holding shares in physical form, the details can be used only for e–voting on the resolutions contained in this Notice.
- (d) Click on the EVSN for the relevant <AGC Networks Limited> on which you choose to vote.
- (e) 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.
- (f) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (g) 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.
- (h) 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.

(ix) 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 Director has appointed M/S S. K. Jain & Co., Practicing Company Secretaries, (Membership No. FCS 1473 CP No 3076) as the Scrutinizer to the e–voting process, (including voting through Ballot forms received from Members) and remote e–voting process 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 declare alongwith the Scrutinizer Report shall be placed on the Company’s 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 their Meeting held on February 8, 2018 have appointed Mr. Dilip Thakkar as an Additional Director of the Company with immediate effect. Under Section 161(1) of the Companies Act, 2013, Mr. Thakkar holds office only up to the date of this Annual General Meeting of the Company. A Notice has been received from Mr. Thakkar proposing his candidature for the office of Independent Director of the Company for a period of five years. Brief resume of Mr. Thakkar, nature of his expertise in specific functional areas and shareholding in the Company is provided in the annexure to this Notice.

The Board considers that the appointment of Mr. Thakkar as an Independent Director would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a an Independent Director of the Company for a period of five years and whose period of office shall not be liable to retirement by rotation being an Independent Director. Mr. Thakkar was born on October 1, 1936 and accordingly has completed the Age of 82 years. As per the Regulation 17(1)(A) of SEBI (LODR) (Amendment) Regulation, 2018 the Company needs to obtain approval of members by way of Special Resolution for apointment of Mr. Dilip Thakkar as Independent Director. Though Mr. Thakkar is quite senior in age, he is very efficient and capable to perform his duties and the Board is of the view that he is one of the most suited personality to act as Director of the Company.

Except Mr. Thakkar, being the 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 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 5th April, 2018 have appointed Mrs. Mahua Mukherjee as an Additional Director of the Company with immediate effect. Under Section 161(1) of the Companies Act, 2013, Mrs. Mukherjee holds office only up to the date of this Annual General Meeting of the Company. A Notice has been received from Mrs. Mukherjee proposing her candidature for the office of Director of the Company. Brief resume of Mrs. Mukherjee, nature of her expertise in specific functional areas and shareholding in the Company is provided in the annexure to this Notice.

The Board considers that the appointment of Mrs. Mukherjee 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 shall be liable to determination by retirement of directors by rotation.

Except Mrs. Mukherjee, 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.

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

Item No. 7

The Board of Directors at their Meeting held on 15th June, 2018 have appointed Mr. Kaustubh Sonalkar as a Non–Executive Additional Director of the Company with immediate effect. Under Section 161(1) of the Companies Act, 2013, Mr. Sonalkar holds office only up to the date of this Annual General Meeting of the Company. A Notice has been received from Mr. Sonalkar proposing his candidature for the office of Director of the Company. Brief resume of Mr. Sonalkar, nature of his expertise in specific functional areas and shareholding, if any, in the Company is provided in the annexure to this Notice.

The Board considers that the appointment of Mr. Sonalkar as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Non–Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

Except Mr. Sonalkar, 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. 7.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8

This special resolution contained in the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the “Securities”), including by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) or its equivalent in any foreign currency.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries, joint ventures and affiliates, repayment of debt, exploring acquisition opportunities and general corporate purposes.

The special resolution seeks to empower the Board to issue by way of one or more public and/or private offerings, and/ or on preferential allotment basis including Qualified Institutions Placement (“QIP”) or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers (“QIBs”) as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the “Investors”) as may be decided by the Board.

Further, if any issue of securities is made by way of QIP the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The “Relevant Date” for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

All the documents referred in the Notice is available for inspection at the Registered Office of the Company.

The Board accordingly commends the resolution of the accompanying Notice for your approval.

The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors or members.

Item No. 9, 10 and 11

The Company had issued 15,00,000 1% Non-Cumulative Non-Convertible Redeemable Preference Shares of ₹ 100/- each (hereinafter referred to as "NCRPS") on August 12, 2014 and had extended the term of redemption by a period of 5 years vide approval of the Board in its meeting on April 5, 2018.

The current terms of the NCRPS are as under:

- a. The NCRPS shall be redeemed at the option of Investor in one or more tranches at any time between 10th year from the date of allotment (August 12, 2014) and before expiry of 12th year from the date of allotment and the NCRPS shall be redeemed at par.
- b. Such NCRPS will have priority with respect to payment of dividend or repayment of capital vis-à-vis Equity shares.
- c. The Shareholder of the NCRPS will not be entitled to participate in surplus fund.
- d. The shareholders of the NCRPS 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 the NCRPS shall be on Non-Cumulative basis.
- f. The shareholders of the NCRPS shall have no option of conversion of Preference Shares into Equity Shares.
- g. In case the dividend on such shares remains unpaid for a period of 2 years or more, the shareholders of the NCRPS shall have a right to vote on all the resolutions placed before the Company.

It is proposed to change the nature and terms of the NCRPS from existing to 0.01% Compulsorily Convertible Preference Shares ("CCPS").

Your Board believes that it will be prudent for the Company to conserve its financial resources and due to commercial expediency owing to the development and expansion plans, it is advisable to convert the terms and nature of NCRPS by making them Compulsorily Convertible Preference Shares. Accordingly, on June 15, 2018 the Board of Directors of the Company approved the said change in terms of the NCRPS. The Company has received written consent of NCRPS holders to this effect on May 31, 2018.

The Company has also received and placed the certificate of its statutory auditor dated June 15, 2018 before the Board certifying that the issue is being made in accordance with the requirements of the ICDR Regulations, 2009.

In terms of Regulation 73 Chapter VII of SEBI (Issue of Capital and Disclosure Requirements), 2009 read with Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014, certain particulars to be disclosed in the explanatory statement for issue CCPS on change in terms of NCRPS, are as follows:

1. Objects of the Issue, instrument and number:

With an objective to conserve its financial resources and due to commercial expediency owing to the development and expansion plans, the Company proposes to issue 1,50,000 ("CCPS") of ₹ 1000 each on change in terms of the NCRPS as follows:

Sr. No.	Name of the existing holders of NCRPS	No. of CCPS to be allotted on change in terms of the NCRPS
1.	Essar Information Technology Limited	1,10,000
2.	Quick Realtors LLP	35,625
3.	Miloni Vipul Modi	4,375
	TOTAL	1,50,000

2. Issue Price and Relevant Date:

The CCPS shall have a face value of ₹ 1000/- each on consolidation of each 10 existing NCRPS of ₹ 100/- each. All the outstanding CCPS on August 31, 2018 shall be converted into such number of Equity Shares of ₹ 10/- each of the Company as may be determined based on the valuation mechanism provided under Regulation 76 of the SEBI (ICDR) Regulations, 2009.

For this purpose, the 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the Equity Shares upon conversion of the CCPS shall be 2nd July, 2018 being the date 30 days prior to the date of this Meeting ("Relevant Date") and the conversion price for the CCPS shall be arrived at on the basis of the said Relevant Date, as required under the SEBI ICDR Regulations.

3. Undertakings of the Company:

The Company undertakes to re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI Regulations, the CCPS or equity shares, as the case may be, shall continue to be locked-in till the time such amount is paid by the holders/allottees.

4. Intention of promoters / directors / key management persons to subscribe:

The CCPS are to be issued to the existing holders of the NCRPS in proportion to their holding. No new or fresh allotment shall take place.

5. The identity of the natural persons who are the ultimate beneficial owners and change of control, if any:

Identity of the natural persons who are the ultimate beneficial owners of the CCPS proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the change in terms:

Sr. No.	Name of the existing NCRPS holders	Category	The percentage of Equity capital held post preferential issue		Ultimate beneficial owners of the existing NCRPS holders
			Pre-CCPS Conversion	Post-CCPS Conversion	
1.	Essar Information Technology Limited	Promoter	Nil	To be determined post actual conversion of CCPS into equity shares	1. Mrs. Smiti Kanodia 2. Mrs. Manju Ruia
2.	Quick Realtors LLP	Non-Promoter	Nil		Vipul Modi
3.	Miloni Vipul Modi	Non-Promoter	Nil		Miloni Vipul Modi

There shall be no change of control of the Company consequent upon allotment of the proposed preferential issue of CCPS or allotment of Equity Shares upon conversion of the CCPS allotment pursuant to this Issue.

6. Pre-issue & Post-issue Shareholding Pattern of the Company is given below:

Category of shareholder	Pre- issue of CCPS		Post-issue of CCPS	
	Total number of shares	Percentage of total number of shares	Total number of shares	Percentage of total number of shares
Shareholding of Promoter and Promoter Group				
Indian promoters	–	–	–	–
Foreign Promoters	21320348	74.89	21320348	74.89
Total Indian Promoter and Foreign Promoter	21320348	74.89	21320348	74.89
Public shareholding				
Institutions	2535653	8.91	2535653	8.91
Non-institutions	4610463	16.20	4610463	16.20
Total Public Shareholding	7146116	25.11	7146116	25.11
Shares held by custodians and against which Depository Receipts have been issued	–	–	–	–
Promoter and Promoter group	21320348	74.89	21320348	74.89
Public	7146116	25.11	7146116	25.11
CCPS	NA	NA	–	–
Total	28466464	100.00	28466464	100.00

7. Proposed time of Allotment:

The CCPS shall be allotted within a period of 15 days from the date of receipt of shareholders' approval, or in the event of the allotment of CCPS requiring approvals or permissions from any regulatory authority or the Central Government, within 15 days from the date of such approvals or permission, as the case may be.

The CCPS shall be converted into equity shares of the Company on August 31, 2018.

8. Lock-in:

The CCPS and equity shares resulting from conversion of CCPS shall be locked-in in accordance with Regulation 78 of Chapter VII of SEBI (ICDR) Regulations.

9. Terms of issue:

Terms of issue of CCPS shall be as follows:

The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	CCPS shall have priority with respect to payment of dividend or repayment of capital over equity shares
The participation in surplus fund	Non-participatory
The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	Non-participatory
The payment of dividend on cumulative or non-cumulative basis	Non-cumulative
The conversion of preference shares into equity shares	All the outstanding CCPS on August 31, 2018 shall be converted into such number of Equity Shares of ₹ 10/- each of the Company as may be determined based on the valuation mechanism provided under Regulation 76 of the SEBI (ICDR) Regulations, 2009
The voting rights	In accordance with provisions of Companies Act, 2013
The redemption of preference shares	CCPS shall be mandatorily converted into Equity Shares on August 31, 2018
Dividend	0.01%

10. Auditor's Certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI (ICDR) Regulations will be made available for inspection during the Annual General meeting.

It is proposed to obtain consent of the Members, pursuant to the provisions of Section 42, 48, 55 and 62 and other applicable provisions of the Companies Act, 2013, and SEBI (ICDR) Regulations, 2009, and in terms of the provisions of the SEBI LODR Regulations, to issue and allot CCPS on a preferential basis as stated in the Special Resolution set out in the accompanying Notice at Item no. 11.

Pursuant to section 48 of the Companies Act 2013, since the share capital of company is divided into different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of not less than three-fourth of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

Further, the current Capital Structure of the Company permits to issue only Cumulative/Non-Cumulative Redeemable Preference Shares. In order to give effect to the aforesaid variation in terms and nature of the Shares, the Articles of Association (AOA) and Memorandum of Association (MOA) of the Company are need to be amended accordingly to provide necessary authority to the Board for issuing convertible preference shares.

Such amendment in MOA would require approval of Shareholders by way of Ordinary Resolution in terms of Section 13 read with section 61 of the Companies Act, 2013 and amendment in AOA would require approval of Shareholders by way of Special Resolution in terms of Section 14 of the Companies Act, 2013.

Accordingly, the Board recommends the Ordinary Resolution at item no. 9 and Special Resolutions at item no. 10 and 11 for approval of the Shareholders.

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. 9,10 and 11.

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. Mahua Mukherjee	Mr. Sanjeev Verma
Date of Birth	21 st April, 1967	20 th July, 1967
Date of Appointment	5 th April, 2018	15 th May, 2014
Expertise in specific functional areas and Qualifications and Brief resume	<p>Mrs. Mahua Mukerjee holds an MBA in Personnel Management and HR and has over 20 years of HR management experience, of which more than 10 years have been in a senior HR leadership role with a strategic, operational and country-wide focus. She holds extensive experience in IT, Telecom and Service Industries. She has been associated with multinational and large organizations such as Capgemini and Reliance Infocomm, an organization with a global presence across Europe, North America, Middle-East and Asia Pacific regions, and an employee strength of over 60,000.</p> <p>She has expertise in formulating HR strategy, competency and capability building practices and retention strategies and initiatives.</p>	<p>Mr. Verma is a Technology Veteran with over 23 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.</p> <p>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.</p>
Name/s of other Listed Companies in which Directorship held	NIL	NIL
Name/s of other Listed Companies in which the Director holds membership in the Committees	NIL	NIL
Shareholding in the Company	NIL	NIL
Relationship between the Directors inter-se	Unrelated, except being on the Board of AGC Networks Limited	

Name of Director	Mr. Dilip Thakkar	Mr. Kaustubh Sonalkar
Date of Birth	1 st October, 1936	6 th November, 1971
Date of Appointment	8 th February, 2018	15 th June, 2018
Expertise in specific functional areas and Qualifications and Brief resume	<p>Mr. Dilip Thakkar is a practicing Chartered Accountant with over 54 years' experience in Taxation and Foreign Exchange Regulations. He is associated with several public and private companies as a Director. He is a fellow of Institute of Chartered Accountants of India. His association with the Board will strengthen the Board and Board process immensely</p>	<p>Mr. Kaustubh holds a bachelor's degree in Science from the University of Mumbai and has a master's degree in Personnel Management from the University of Pune (HR & Behavioural Sciences). He also has an MSc from the London School of Economics. Additionally, he is a Chartered Fellow of CIPD (United Kingdom) and Chartered Fellow of CPHR (Australia).</p> <p>He is President-HR of the Essar Group and Chief Executive Officer of Essar Foundation. Prior to this, he was affiliated with Essar Energy for many years. He has also been associated with Future Group as the Group Chief People Officer. He was also the Senior Partner/ Executive Director at PWC.</p> <p>With more than 20 years of experience, Mr. Kaustubh brings to the table a rich and vast experience of having worked in multiple sectors and geographies, with renowned companies.</p>
Name/s of other Listed Companies in which Directorship held	Premier Limited Poddar Housing and Development Limited Westlife Development Limited Indo Count Industries Limited Walchandnagar Industries Limited	NIL
Name/s of other Listed Companies in which the Director holds membership in the Committees	Premier Limited Westlife Development Limited Indo Count Industries Limited Walchandnagar Industries Limited	NIL
Shareholding in the Company	NIL	NIL
Relationship between the Directors inter-se	Unrelated, except being on the Board of AGC Networks Limited	

AGC NETWORKS LIMITED

Regd. Office: Equinox Business Park, (Peninsula Techno Park) Off.
 Bandra Kurla Complex, LBS Marg, Kurla West. Mumbai – 400070
 Website – www.agcnetworks.com | CIN L32200MH1986PLC040652

ATTENDANCE SLIP

32ND ANNUAL GENERAL MEETING - AUGUST 1, 2018 AT 11.00 A.M

REGD. FOLIO NO. CLIENT ID:	
DP ID NO:	NO. OF SHARES:
NAME & ADDRESS OF REGISTERED SHARE HOLDER:	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the THIRTY-SECOND ANNUAL GENERAL MEETING of the Company at Banquet Hall, Equinox Business Park, Off B.K.C., LBS Marg, Kurla West, Mumbai 400070 on Wednesday, August 1, 2018.

NAME OF THE SHAREHOLDER (IN BLOCK CAPITALS)	SIGNATURE OF THE SHAREHOLDER OR PROXY

Note: Please complete this and hand it over at the entrance of the hall.

AGC NETWORKS LIMITED

Regd. Office: Equinox Business Park, (Peninsula Techno Park) Off.
 Bandra Kurla Complex, LBS Marg, Kurla West. Mumbai – 400070
 Website – www.agcnetworks.com | CIN L32200MH1986PLC040652

PROXY FORM

32ND ANNUAL GENERAL MEETING AUGUST 1, 2018 AT 11.00 A.M

I/We of
 in the district ofbeing a member/members of **AGC NETWORKS LIMITED** hereby appoint
 of in the district of
or failing himofin the district ofas my/our
 proxy to vote for me/us on my/our behalf at the THIRTY-SECOND ANNUAL GENERAL MEETING of the Company to be held
 at Banquet Hall, Equinox Business Park, Off B.K.C., LBS Marg, Kurla West, Mumbai 400070 on , Wednesday, August 1, 2018
 and at any adjournment thereof.

Signed this day of 2018.

Reg. Folio/Client ID No.:

DP ID No.:

No. of Shares:

Signature of the Proxy Holder: Signature of the Member:.....

Affix a
1 Rupee
Revenue
Stamp

This form is to be used * In favour of the resolution. Unless otherwise instructed, the proxy will act as he/she thinks fit.
 * against

* Strike out which ever not desired

- Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. E-Voting instructions and details are as mentioned in the notice of THIRTY-SECOND ANNUAL GENERAL MEETING.



Bandra

Western Express Highway

BKC Road

BKC - LBS
Marg Junction

LBS Marg

LBS Marg



Equinox
Business
Park

Tower 1



Kurla