**POSTAL BALLOT NOTICE****[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]**

Dear Member(s),

Notice is hereby given in terms of the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 read with circulars (“MCA Circulars) and in view of COVID-19 pandemic the resolution appended below is proposed to be passed by the Members of Black Box Limited (Formerly known as AGC Networks Limited)(“the Company”) through postal ballot by way of electronic voting (“Postal Ballot”).

The draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. The Board of Directors of the Company has appointed Dr. S. K. Jain, Practicing Company Secretary from M/s. S. K. Jain & Co. (Membership No. 1473 & C.P. No. 3076) as ‘**Scrutinizer**’ for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting. The remote e-voting period commences at 9:00 AM (IST) on Tuesday, March 22, 2022 and ends at 5:00 PM (IST) on Wednesday, April 20, 2022. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members.

Upon completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him. The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer’s Report will be made available on the website of the Company at <https://investors.blackbox.com> and intimated to the Stock Exchanges, where the shares of the Company are listed, on or before Thursday, April 21, 2022. Additionally, the results will also be published in newspapers and also uploaded on the website of NSDL at www.evoting.nsdl.com. The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Wednesday, April 20, 2022.

**ITEM NO.1****AMENDMENT IN THE ARTICLES OF ASSOCIATION (“AOA”) 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 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), the consent of the Company be and is hereby given to alteration of the Articles of Association of the Company by inserting following new sub-clause (c) after existing clause 65 (b) of the Article of Association:

Clause 65 (c)

“Subject to the provisions of the Companies Act, 2013, the Company may by Special Resolution:

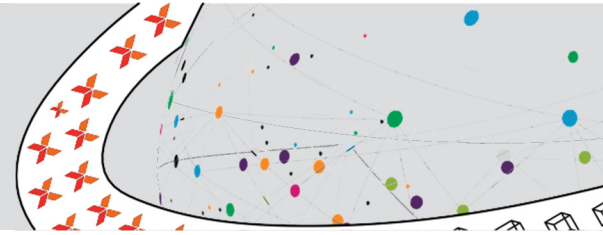
- (i) consolidate and divide all or any of its share capital into shares of larger nominal amount than its existing shares;*
- (ii) sub-divide its existing shares or any of them into shares of smaller nominal amount than is fixed by the memorandum;*
- (iii) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and add back the same to the share capital.”*

ITEM NO.2**SUB - DIVISION OF EQUITY SHARES**

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 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and the provision of Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to such other approvals, consents, permissions and sanctions as may be required from the appropriate authorities, consent of the members of the Company be and is hereby accorded for sub-division of Equity Share of face value of Rs. 10/- each into Five (5) Equity Shares of face value of Rs. 2/- each, with effect from the record date to be determined by the Company for the said purpose.

RESOLVED FURTHER THAT pursuant to provision of Section 13 and other applicable provisions, if any, of the Act and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded to delete and substitute the existing Clause V of the Memorandum of Association of the Company with the following new clause:



“V The Authorised Share Capital of the Company is Rs. 145,00,00,000/- (Rupees One Hundred and Forty Five Crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two only) each, 50,00,000 (Fifty Lakh) Cumulative/Non- Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each and 50,00,000 (Fifty Lakh) Convertible Preference Shares of Rs. 100/- (Rupees Hundred only) each or such other denomination as maybe 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.”

RESOLVED FURTHER THAT pursuant to provisions of Section 14 and other applicable provisions, if any, of the Act and Rules framed thereunder, consent of the members of the Company be and is hereby accorded to delete and substitute the existing Article 4A of Articles of Association of the Company with the following new Article 4A:

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

- i) 22,50,00,000 (Twenty Two Crores Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two only) each;***
- ii) 50,00,000 (Fifty Lakh) Cumulative/Non-Cumulative Redeemable Preference Shares of Rs. 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 Rs. 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.”

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company with effect from the _____

record date, each Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten Only) in the issued, subscribed and paid-up Equity Share capital shall stand sub-divided into 5 (five) Equity Shares of a face value of Rs. 2/- (Rupee Two Only) each and upon division, the shares shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each of the Company.;

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Share of the face value of Rs. 10/- (Rupees Ten only) each held in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of the sub-division and it is required to surrender the existing physical Share Certificate(s), to the Company/RTA to issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to the provisions of the Companies (Share Capital and Debenture) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT Mr. Sanjeev Verma (DIN:06871685), Whole-Time Director, Mrs. Mahua Mukherjee (DIN: 08107320), Executive Director, Mr. Deepak Kumar Bansal (DIN: 07495199), CFO & Executive Director and Mr. Aditya Goswami, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file any form, application, return, disclosure and other necessary documents with the Registrar of Companies, Stock Exchanges or any other regulatory or statutory authority as may be required and to do all such acts, deed and things as may be necessary or incidental to give effect to the aforesaid resolution.”

**By Order of the Board of Directors of Black Box Limited
(Formerly known as AGC Networks Limited)**

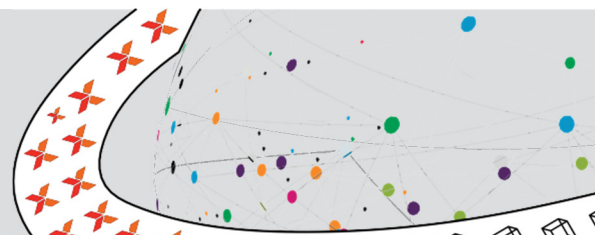
Sd/-

**Aditya Goswami
Company Secretary & Compliance Officer
Membership No. A27365**

Place: Navi Mumbai
Date: March 14, 2022

Registered Office:-

501, 5th Floor, Building No.9,
Airoli Knowledge Park, MIDC Industrial
Area, Airoli, Navi Mumbai - 400 708

**NOTES:**

1. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and relevant MCA Circulars, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to its Members. The detailed procedure with respect to e-voting is mentioned in this Postal Ballot Notice (the “Notice”).
2. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out the material facts relating to the proposed resolution and the reasons thereof is annexed hereto and forms part of this Notice.
3. In terms of the guidelines provided vide the MCA Circulars mentioned above, the Company is sending this Notice in electronic form only. Accordingly, the communication of the assent or dissent of Members would take place through the process of remote e-voting only.
4. This Notice is being sent electronically only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, March 18, 2022 (“Cut-off Date”)**. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company, Registrar and Share Transfer Agent, DP and Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.
6. All members and investors are hereby advised to contact Datamatics Business Solutions Limited, Registrar and Share Transfer Agent (“Datamatics”) at the below mentioned contact details for any assistance, request or instruction regarding transfer or transmission of shares, dematerialization of shares, change/updation of residential address/email address/contact number, non-receipt of annual report, dividend payments or any other query/grievance relating to the shares of the Company:

M/s. Datamatics Business Solutions Limited

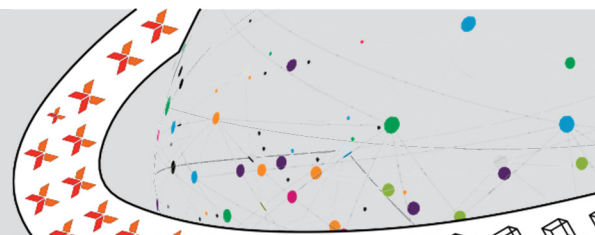
Plot No. B-5, Part B, Cross Lane, MIDC, Andheri (East), Mumbai – 400093

Tel: +91 22 6671 2001 to 6671 2006

Fax: +91 22 6671 2209

E- mail: investorsqry@datamaticsbpm.com

7. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Datamatics in case the shares are held by them in physical form.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs (in case the shares are held by them in electronic form) as well as to Datamatics.
9. The remote e-voting shall commence on **Tuesday, March 22, 2022 and ends at 5:00 PM (IST) on Wednesday, April 20, 2022**. During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
10. The Board of Directors of the Company has appointed Dr. S. K. Jain, Practicing Company Secretary from M/s. S. K. Jain & Co. (Membership No. 1473 & C.P. No. 3076) as 'Scrutinizer' for conducting the Postal Ballot process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman or any other person authorised by him after scrutiny of the votes cast through remote e-voting on the result of the Postal Ballot on or before Thursday, April 21, 2022. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://investors.blackbox.com/> and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Board, and the same shall be communicated to BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
13. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Wednesday, April 20, 2022**.
14. Members may download the Notice from the Company's website at <https://investors.blackbox.com/investors/investors-update/?termid=109> or from NSDL's website at www.evoting.nsdl.com. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.



INSTRUCTIONS FOR E-VOTING

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

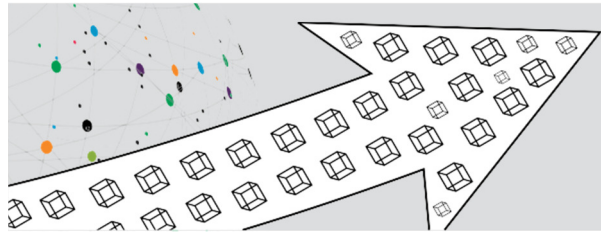
STEP 1: ACESSTO NSDL E-VOTING SYSTEM





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

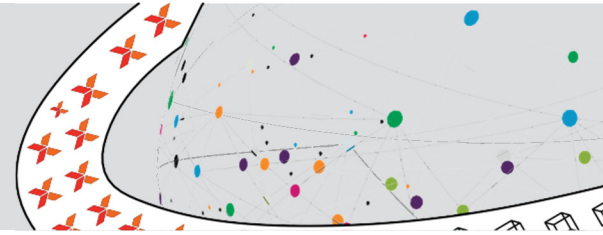
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding Securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="693 982 1474 1528">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="693 1570 1474 1726">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp



	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless votingexperience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p>



	<ol style="list-style-type: none"> 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PANNo. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

A) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

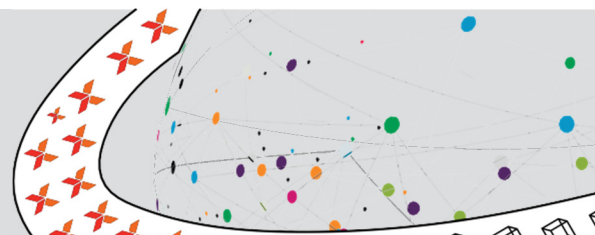
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDLor CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in PhysicalForm	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast yourvote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' whichwas communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password'and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Openthe email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf fileis your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, **please follow steps mentioned below in process for those shareholderswhose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to **“Terms and Conditions”** by selecting on the check box.
 8. Now, you will have to click on **“Login”** button.
 9. After you click on the **“Login”** button, Home page of e-Voting will open.

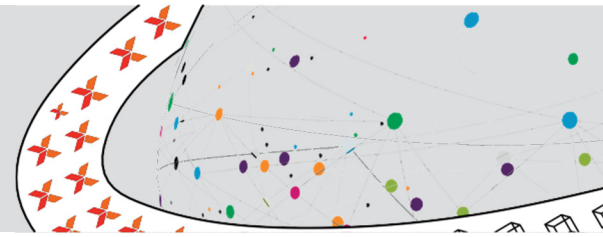
STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies **“EVEN”** in which you are holding shares and whose voting cycle.
2. Select **“EVEN”** of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **“Submit”** and also **“Confirm”** when prompted.
5. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”**



or “PhysicalUser Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.:1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh – Assistant Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@agcnetworks.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@agcnetworks.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.1****AMENDMENT IN THE ARTICLES OF ASSOCIATION (“AOA”) OF THE COMPANY**

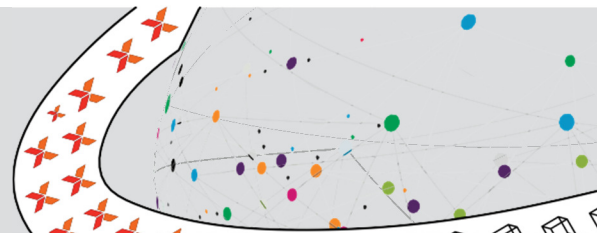
The provisions with respect to Capital Restructuring contained in the existing Articles of Association of the Company are not exhaustive and provide for limited restructuring mechanism. It is proposed to align the said provisions with Section 61 of the Companies Act, 2013. With this view, it is proposed to amend the existing provisions in the Articles of Association of the Company by adding following power under new clause 65 (C) of the AOA:

- a. Consolidation of shares in the Share Capital of the Company into larger nominal amount;
- b. Sub-division of shares in the Share Capital of the Company in lower nominal amount;
- c. Cancellation of any shares which have not been taken or agreed to be taken by any person and add back the same to the share capital.

This will enable the Company to proceed with any future capital alteration restructuring plans beneficial for the Company and permitted by law.

Accordingly, the Board recommends the resolution as set out at Item No. 1 of this Notice, for the approval of the members as **Special Resolution**.

None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in resolution as set out at Item No. 1 of the accompanying Notice.



ITEM NO.2

SUB-DIVISION OF EQUITY SHARES

The Equity Shares of your Company are listed and traded on BSE Ltd and National Stock Exchange of India Ltd.

Presently the Authorised Share Capital of the Company is Rs. 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 Rs. 10/- (Rupees Ten only) each, 50,00,000 (Fifty Lakh) Cumulative/Non- Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each and 50,00,000 (Fifty Lakh) Convertible Preference Shares of Rs. 100/- (Rupees Hundred only) each.

Over the years, the company has performed well and our investors and Shareholders have shown tremendous confidence. With an aim to encourage wider participation of investors and improve the liquidity of the Equity Shares in the stock market, the Board of Directors at its meeting held on March 14, 2021 has considered and recommended the Sub-division of 1 (One) Equity Share of the Company of the face value of Rs.10/- (Rupees Ten Only) each into 5 (Five) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two only) each fully paid up subject to approval of the Members and other statutory and regulatory approvals, as applicable.

The record date for the aforesaid sub-division of equity shares shall be fixed by the Board after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on March 14, 2022, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 2 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company and Article 4A of the Articles of Association of the Company as set out under item no. 2 of this Notice. Pursuant to Sections 13, 14, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of Special Resolution is required for the aforesaid sub-division and carrying out amendment to the Memorandum and Articles of Association of the Company.

In view of the above, the Board recommends the resolution as set out at Item No. 2 of this Notice, for the approval of the members as **Special Resolution**.

None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in resolution as set out at Item No. 2 of the accompanying Notice.