

AGC NETWORKS LIMITED



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

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by AGC Networks Limited)

- Name and Registered address of the Sole/First named member
- Name of the Joint Holder(s) (Including, If any)
- Registered Folio No. / DP ID NO. /Client ID No. *
*(Applicable to Investors holding Shares in dematerialized form)
- Number of shares held As on 13th March, 2015
- I/We hereby exercise my/our votes in respect of the special resolutions set out in the Postal Ballot Notice of AGC Networks Limited dated 12th March, 2015 as set out below to be passed by means of Postal Ballot by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) Mark at the appropriate box below (tick in both boxes will render the ballot invalid)

Item No.	Description	No. of Shares	Type Of Resolution	I/ We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
1.	Grant of Employee Stock Options to the employees of the Company under AGC Network Employee Stock Option Scheme 2015		Special		
2.	Grant of Employee Stock Options to the employees of the Subsidiary Companies of the Company under AGC Networks Employee Stock Option Scheme 2015		Special		
3.	Grant of Options to issue securities equal to or exceeding one per cent but not exceeding four per cent of the issued Capital of the Company during any one financial year to identified employees under AGC Network Employee Stock Option Scheme 2015		Special		

Place : _____
 Date : _____
 Email: _____ Mobile No. _____
 Signature of Member

ELECTRONIC VOTING PARTICULARS

E-Voting Sequence Number (EVSN)	User ID	Sequence Number

Note:
 1. Please read the information printed overleaf carefully before filing this form, and for e-voting, please refer the instruction given for e-voting in the Postal Ballot Notice sent herewith. Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:
 Commencement of voting : from 10.00 a. m on March 22, 2015
 End of Voting : Up to 6.00 p.m on April 20, 2015

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INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self- addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed as per specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (till 6.00 PM) on Monday, 20th April, 2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 13th March, 2015
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory (s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the POA/resolution/authority as mentioned under item Nos. 3 & 6 above) along with the postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer .
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Members(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Registered Office of the Company on or before Tuesday, 21st April, 2015. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website www.agcnetworks.com and published in newspapers.
14. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
15. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Datamatics Financial Services Limited, Plot No. B-5, Part B cross lane, MIDC, Andheri (E), Mumbai – 400093
16. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via Physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

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