

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L32200MH1986PLC040652

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT3992M

(ii) (a) Name of the company

AGC NETWORKS LIMITED

(b) Registered office address

EQUINOX BUSINESS PARK (PENINSULA TECHNO PARK),
OFF BANDRA-KURLA COMPLEX, LBS MARG, KURLA - WEST,
MUMBAI
Maharashtra
400070

(c) *e-mail ID of the company

Investors@agcnetworks.com

(d) *Telephone number with STD code

02266617272

(e) Website

www.agcnetworks.com

(iii) Date of Incorporation

19/08/1986

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	The National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74140MH1982PLC028446

Pre-fill

Name of the Registrar and Transfer Agent

DATAMATICS BUSINESS SOLUTIONS LIMITED

Registered office address of the Registrar and Transfer Agents

PLOT NO. B - 5, PART B CROSS LANE , MIDC, MAROL,
ANDHERI EAST

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 01/08/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

8

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Essar Telecom Limited		Holding	74.89
2	AGC Networks Pte. Limited		Subsidiary	100

3	AGC Networks Australia Pty Ltd		Subsidiary	100
4	AGC Networks INC		Subsidiary	100
5	AGC Networks Philippines INC		Subsidiary	100
6	AGC Networks & Cyber Solutions		Subsidiary	100
7	AGC Networks LLC (Dubai)		Subsidiary	100
8	AGC Networks LLC (Abu Dhabi)		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	45,000,000	28,466,464	28,466,464	28,466,464
Total amount of equity shares (in Rupees)	450,000,000	284,664,640	284,664,640	284,664,640

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	45,000,000	28,466,464	28,466,464	28,466,464
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	450,000,000	284,664,640	284,664,640	284,664,640

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,000,000	1,500,000	1,500,000	1,500,000
Total amount of preference shares (in rupees)	1,000,000,000	150,000,000	150,000,000	150,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	10,000,000	1,500,000	1,500,000	1,500,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	1,000,000,000	150,000,000	150,000,000	150,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	28,466,464	284,664,640	284,664,640	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0

iv. Others, specify				
At the end of the year	28,466,464	284,664,640	284,664,640	
Preference shares				
At the beginning of the year	1,500,000	150,000,000	150,000,000	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	1,500,000	150,000,000	150,000,000	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="22/09/2017"/>	
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,180,000,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			1,180,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,930,400,000

(ii) Net worth of the Company

843,045,900

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	21,320,348	74.9	1,500,000	100

10.	Others	0	0	0	0
	Total	21,320,348	74.9	1,500,000	100

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,775,880	13.26	0	0
	(ii) Non-resident Indian (NRI)	109,317	0.38	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	327,834	1.15	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	200	0	0	0
4.	Banks	1,800	0.01	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	2,146,912	7.54	0	0
7.	Mutual funds	10,228	0.04	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	751,729	2.64	0	0
10.	Others Trust, Overseas Corporate B	22,216	0.08	0	0
	Total	7,146,116	25.1	0	0

Total number of shareholders (other than promoters)

9,014

**Total number of shareholders (Promoters+Public/
Other than promoters)**

9,016

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

7

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
IndiaOpportunitiesGr	STANDARD CHARTERED BANK, CR			1,418,862	4.98
ElaraIndiaOpportuniti	C/O ICICI Bank Ltd, SMS 1st floor, E			288,055	1.01
INTERNATIONAL FINA	1818, H STREET N.W. WASHINGTON			200	0
CITRINE FUND LIMITED	DEUTSCHE BANK AG, DB HOUSE H			123,000	0.43
EMERGING INDIA FOC	STANDARD CHARTERED BANK, CR			315,895	1.11
TAIB SECURITIES MAU	DEUTSHCE BANK AG GROUND FLC			700	0
TAIB BANK E.C. SUB A/	ANZ GRINDLAYS BANK LTD CUSTC			200	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	10,037	9,014
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**(A) *Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	3	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	4	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	3	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 6

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUJAY RAJABABU SH	03329107	Director	0	
SANJEEV SHEKHAR V	06871685	Whole-time director	0	
SUPARNA SINGH	07142898	Director	0	05/04/2018
DILIP JAYANTILAL THA	00007339	Additional director	0	
DEEPAK KUMAR BANS	ACFPB6986R	CFO	0	
ADITYA GOSWAMI	APJPG8217P	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SHUVABRATA MANDA	00003496	Director	13/07/2017	Cessation
MANHAR TRIBHOVAN	06883188	Director	08/08/2017	Cessation
JANGO MINOO DALA	01683803	Director	21/11/2017	Cessation
DILIP JAYANTILAL THA	00007339	Additional director	08/02/2018	Appointment
PRATIK RAMESHBHAI	AMMPB6578N	Company Secretar	12/01/2018	Cessation
ANGSHU SENGUPTA	AAZPS7478K	CFO	08/02/2018	Cessation
DEEPAK KUMAR BANS	ACFPB6986R	CFO	08/02/2018	Appointment
ADITYA GOSWAMI	APJPG8217P	Company Secretar	08/02/2018	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	22/09/2017	9,268	34	74.8

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2017	6	5	83.33
2	24/05/2017	6	6	100
3	10/08/2017	4	3	75
4	09/11/2017	4	4	100
5	08/02/2018	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	24/05/2017	3	3	100
2	Audit Committee	10/08/2017	3	2	66.67
3	Audit Committee	09/11/2017	3	3	100
4	Audit Committee	08/02/2018	3	3	100
5	Nomination and Remuneration	29/04/2017	3	3	100
6	Nomination and Remuneration	24/05/2017	3	3	100
7	Nomination and Remuneration	10/08/2017	3	2	66.67
8	Nomination and Remuneration	09/11/2017	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Nomination an	08/02/2018	3	3	100
10	Ethics and Cor	24/05/2017	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	01/08/2018
								(Y/N/NA)
1	SUJAY RAJAE	5	5	100	17	17	100	Yes
2	SANJEEV SH	5	4	80	4	4	100	Yes
3	SUPARNA SII	5	4	80	9	7	77.78	Not Applicable
4	DILIP JAYANT	1	1	100	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRATIK RAMESHB	Company Secre	1,420,000	160,000	0	50,000	1,630,000
2	ANGSHU SENGUP	CFO	6,370,000	0	0	1,300,000	7,670,000
3	DEEPAK KUMAR B	CFO	2,360,000	0	0	0	2,360,000
4	ADITYA GOSWAMI	Company Secre	180,000	10,000	0	0	190,000
	Total		10,330,000	170,000	0	1,350,000	11,850,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUJAY RAJABABU	Director	0	0	0	1,000,000	1,000,000
2	SHUVABRATA MAI	Director	0	0	0	300,000	300,000
3	MANHAR TRIBHOV	Director	0	0	0	200,000	200,000
4	JANGOO MINOO D	Director	0	0	0	400,000	400,000
5	DILIP JAYANTILAL	Director	0	0	0	100,000	100,000
	Total		0	0	0	2,000,000	2,000,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow ☒ Associate ☐ Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SANJEEV
S VERMA

Digitally signed by
SANJEEV S VERMA
Date: 2018.05.26
18:31:21 +05'30'

DIN of the director

To be digitally signed by

- ☐ Company Secretary
☒ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders.pdf
CIDFILE final.pdf
Form MGT8.pdf
Attendance Details for Committee Meeting
Transfers.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company