

AGC/SD/SE/2020/98

October 26, 2020

<p>Corporate Relationship Department Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Fort, Mumbai – 400001.</p>	<p>Corporate Relationship Department National Stock Exchange Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051.</p>
--	---

Subject: Submission of Notice of the 34th Annual General Meeting

Ref.: Scrip code BSE: 500463/NSE: AGCNET

Dear Sir/Madam,

This is with reference to our letter AGC/SD/SE/2020/91 dated October 19, 2020, intimating the Stock Exchanges that the 34th Annual General Meeting (“AGM”) of the Company is scheduled to be held on Wednesday, November 18th, 2020 at 10.00 A.M. Indian Standard Time (IST) through Video Conferencing (“VC”) facility provided by National Securities Depository Limited (“NSDL”).

Further, pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), we submit herewith a copy of the Notice of the 34th AGM of the Company as circulated to the Members of the Company through email communication today i.e. October 26, 2020, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs dated May 5th, 2020, April 8th, 2020 and April 13th, 2020 readwith Circular issued by SEBI dated May 12th, 2020.

The copy of the aforesaid Notice is attached herewith for your perusal and is also available on the website of the Company at www.agcnetworks.com.

This is for your information and necessary dissemination.

Thanking You,
For **AGC Networks Limited**

Aditya Goswami
Company Secretary & Compliance Officer

Encl: As above.

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting (“AGM”) of the Members of AGC NETWORKS LIMITED (“the Company”) will be held on Wednesday, November 18th, 2020 at 10:00 A.M. Indian Standard Time (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business(s):

ORDINARY BUSINESS(S):

1. To receive, consider, approve and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020 along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Shekhar Verma (DIN: 06871685), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS(S):

3. Appointment of Ms. Neha Nagpal (DIN:08842400) as an Independent Director of the Company

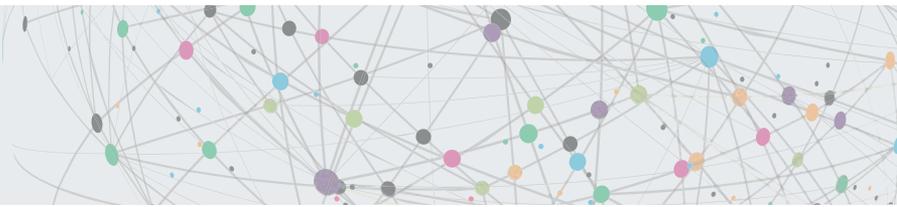
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 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), the provisions of Schedule IV of the Act and Regulation 16(1)(b), Regulation 17 and other applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), as amended, Ms. Neha Nagpal (DIN:08842400), who was appointed as an Independent Additional Director by the Board of Directors of the Company with effect from September 10, 2020 and who holds office only up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Act and who is eligible for appointment as a Director 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 as well as a declaration that she meets the criteria for independence as provided under section 149(6) of the Act readwith Regulation 16(1)(b) of LODR Regulations alongwith her consent to such appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (Five) consecutive years commencing from the date of her original appointment i.e. September 10, 2020 and her term shall not be subject to retirement by rotation.”

4. Appointment of Mr. Anshuman Ruia (DIN: 00008501) 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) and Regulation 17



of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), as amended, Mr. Anshuman Ruia (DIN: 00008501) who was appointed by the Board of Directors as a Non-Executive Additional Director of the Company with effect from September 10, 2020 and who holds office only up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Act and who is eligible for appointment as a Director 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 on the Board of the Company and he shall be liable to retire by rotation.”

**By Order of the Board of Directors
For AGC Networks Limited
Aditya Goswami**

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

Place: Mumbai

Dated: October 19, 2020

Registered Office:-

Equinox Business Park (Peninsula Techno Park),
Off Bandra Kurla Complex, LBS Marg, Kurla West,
Mumbai – 400070.
www.agcnetworks.com

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “relevant Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and said relevant circulars, the AGM of the Company is being held through VC/OAVM.

Considering the practical difficulties being faced by Companies in conducting AGM on or before the due date of September 30, 2020 on account of the Covid-19 pandemic and after taking cognizance of the gravity of the public health situation; MCA, with a view to provide necessary relief to such companies, vide its General Circular No 28/2020 dated August 17, 2020 and Order dated September 8, 2020, extended the time within which Companies are mandated to hold the AGM by a period not exceeding three months i.e. till December 31, 2020.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC / OAVM pursuant to the said relevant Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No. 3 & 4, is annexed hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/re-appointment at this AGM pursuant to Regulation 36(3) of LODR Regulations, Secretarial Standards on General Meeting (“SS-2”) issued by the Institute of Company Secretaries of India and any applicable provisions of the Act, have been provided in **Annexure I** to this Notice.

4. Institutional and Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting or otherwise. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in
5. Pursuant to the applicable provisions of the Act and SS-2 in conjunction with the relevant Circulars, the Register of Directors and Key Managerial Personnel and their shareholding, maintained in accordance with Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested, maintained in accordance with Section 189 of the Act (“Statutory Registers”) will be available for inspection by the members on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com> during the AGM.
6. M/s. Datamatics Business Solutions Limited (“Datamatics”) is the Registrar and Share Transfer Agent (“RTA”) of the Company. All members and investors are hereby advised to contact 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. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, November 12, 2020 till Wednesday, November 18, 2020** (both days inclusive) for the purpose of this AGM.
8. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Datamatics for assistance in this regard.
9. To support the ‘Green Initiative’, Members who have not yet registered their email 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.
10. 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. Members who hold shares in the physical form, are requested to intimate such changes to the Company at investors@agcnetworks.com as well as to Datamatics.



11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Datamatics in case the shares are held in physical form.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send the details of such folios together with the share certificates to Datamatics, for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. Members who wish to seek any information with regard to the Company's Annual Report 2019-2020, Financial Statements (Standalone and Consolidated) alongwith the Directors' Report and Auditor's Report thereon or any matter to be placed at the AGM, are requested to address their query(ies) to the Company Secretary of the Company through email on investors@agcnetworks.com well in advance, i.e. at least 10 days before the Meeting. This will enable the Management to keep the information readily available at the Meeting.
15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in e-Form No. IEPF-5 available on www.iepf.gov.in.
16. In compliance with the Relevant Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website <https://www.agcnetworks.com/in/investors/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. At the 33rd AGM held on September 26, 2019 the Members approved re-appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013) as Statutory Auditors of the Company to hold office for a period of Five (5) Years from the conclusion of the 33rd AGM till the conclusion of the 38th AGM of the Company. Further, the requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of M/s. Walker Chandiook & Co. LLP as Statutory Auditors of the Company at this AGM.
19. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/OAVM

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of LODR Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

Pursuant to the relevant Circulars the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum as per Section 103 of the Act.

The remote e-voting period commences at **9:00 AM (IST) on Sunday, November 15, 2020 and ends at 5:00 PM (IST) on Tuesday, November 17, 2020**. During this period members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of **Wednesday, November 11, 2020** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members can join the AGM in the VC/OAVM mode during the period commencing from 15 minutes before the scheduled time of the AGM and ending at 15 minutes after the scheduled time of AGM, by following the procedure given hereinunder. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members only on first come first served basis. However, this shall not include Large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Authorised Representatives of Auditors etc. who will be allowed to attend the AGM without restriction on account of first come first served basis.

Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain their login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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

- **Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- **Step 2:** Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.



- iii. A new screen will open. You will have to enter your User ID, your Password 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.
- iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****.
For Members holding shares in Physical Form.	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***

- v. Your User ID details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was 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. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is 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 given at the next page under the heading **procedure to be followed by shareholders whose email ids are not registered.**
 - d) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (i) 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.
 - (ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (iii) 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.

- (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- e) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- f) Now, you will have to click on “Login” button.
- g) After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

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

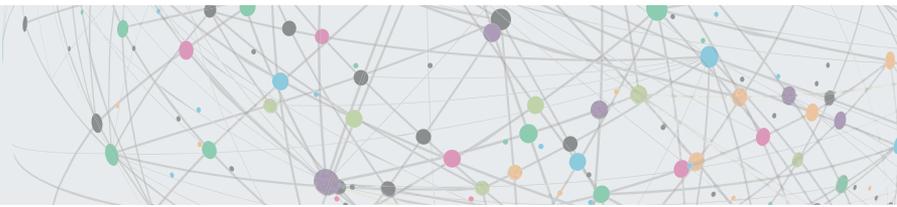
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Procedure to be followed by shareholders whose email ids are not registered for obtaining Annual Report and procuring user id and password and registration of e-mail ids for e-voting process:

- In case shares are held in physical mode, request you to kindly provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar Card) by email to Datamatics Business Solutions Limited, Registrar & Share Transfer Agent of the Company at investorsqry@datamaticsbpm.com and to the Company at investors@agcnetworks.com
- In case shares are held in demat mode, request you to kindly 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) and AADHAR (self-attested scanned copy of Aadhar Card) to your Depository Participant (DP) and register your email address as per the process advised by your DP.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company’s AGM.
2. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.



3. Members can join the AGM through the VC/OAVM mode during the period commencing from 15 minutes before the scheduled time of the AGM and ending at 15 minutes after the scheduled time of AGM, by following the procedure given in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members only on first come first served basis.
4. Members are encouraged to join the Meeting through Laptops for better experience. Members are requested to allow Camera access to NSDL website and use Internet with a good speed to be able to seamlessly attend the AGM and avoid any disturbance during the AGM.
5. Members who would like to express their views/have questions may send their questions to the Company Secretary of the Company through email on investors@agcnetworks.com well in advance, i.e. at least 10 days before the Meeting, while specifying details of their Name, DP ID and Client ID/folio number, email id and mobile number in the said email. The Company will reply to the same suitably.
6. Members who would like to express their views/ask questions during the AGM may register themselves as a Speaker by sending their request and query from their registered email address, mentioning their name, DP ID and Client ID/folio number, PAN and mobile number at investors@agcnetworks.com from November 12, 2020 (9:00 a.m. IST) to November 15, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of Speakers whose queries will be addressed during the AGM, depending on the availability of time for the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same as mentioned for Remote e-voting.

In case of any grievances connected with the facility for e-Voting during the AGM or remote e-voting, members may please contact:

Mr. Anubhav Saxena, Assistant Manager or Ms. Sarita Mote, Assistant Manager
National Securities Depository Limited
4th Floor, 'A' Wing, Trade World,
Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai 400 013.

Email: evoting@nsdl.co.in or AnubhavS@nsdl.co.in or SaritaM@nsdl.co.in

Tel: 1800222990 (Toll Free)/022 2499 4835/022 2499 4890

In case of any assistance required or any queries, Members are requested to 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 contact NSDL by call on toll free no.: 1800-222-990 or send an e-mail at evoting@nsdl.co.in or contact abovementioned NSDL officials.

GENERAL INSTRUCTIONS

The Board of Directors has appointed Dr. S. K. Jain, Practising Company Secretary from M/s. S. K. Jain & Co., (Membership No. 1473 & C.P. No. 3076) as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock first the votes cast by e-voting during the AGM & thereafter the votes cast by remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall provide, not later than 48 hours of the conclusion of the AGM, a consolidated 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 result declared alongwith the Scrutinizer Report shall be placed on the Company's website <https://www.agcnetworks.com/in/> and on the website of NSDL at <https://www.evoting.nsdl.com>, immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be simultaneously forwarded to The National Stock Exchange of India (NSE) Limited and the Bombay Stock Exchange (BSE) Limited, where the equity shares of the Company are listed.

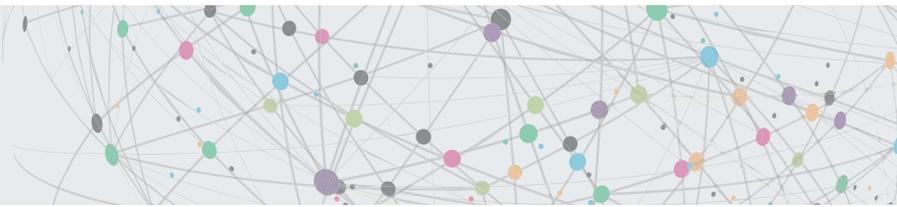
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company ("the Board") had at its meeting held on September 10, 2020, approved the appointment of Ms. Neha Nagpal (DIN: 08842400) as an Independent Additional Director of the Company with immediate effect, in accordance with the provisions of Section 161 of the Act, basis the recommendation of the Nomination & Remuneration Committee of the Company ("the Committee"). In accordance with the provisions of Section 161(1) of the Act, Ms. Nagpal holds office only up to the date of the ensuing 34th AGM of the Company.

Considering the said expiry of the term of Ms. Nagpal as Independent Additional Director of the Company, the Board at its meeting held on October 19, 2020, based on the recommendation of the Committee, approved the re-appointment of Ms. Neha Nagpal as Independent Director for a term of Five (5) consecutive years commencing from the date of original appointment i.e. September 10, 2020, subject to the approval of the Members at the ensuing 34th AGM. Ms. Nagpal will not be liable to retire by rotation.

The Company has received the consent to appointment and declaration of fulfilment of criteria of independence as per Section 149(6) of the Act & Regulation 25(8) of LODR Regulations as well as a notice pursuant to the provisions of Section 160 of the Act from Ms. Nagpal, proposing her candidature for the office of Independent Director of the Company. Further, Ms. Nagpal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Board is of the opinion that, Ms. Nagpal fulfils the conditions specified in the Act readwith Rules made thereunder as well as LODR Regulations and is independent of the management of the Company.



Further, with respect to the proposed appointment of Ms. Nagpal, brief profile/resume, requisite disclosure pursuant to Regulation 36(3) of LODR Regulation, Secretarial Standards on General Meeting (“SS-2”) and other applicable disclosures have been provided in **Annexure I** to this Notice.

Considering Ms. Nagpal’s strong legal acumen and rich experience of practicing commercial law, the Board of Directors are of the opinion that her appointment as an Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the resolution for appointment of Ms. Neha Nagpal as the Independent Director of the Company for approval of Members as an **Ordinary Resolution** as set out as Item no. 3.

Save and except Ms. Nagpal, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution at Item No. 3.

Item No. 4:

The Board had at its meeting held on September 10, 2020 approved the appointment of Mr. Anshuman Ruia (DIN:00008501) as an Additional Director of the Company with immediate effect, in accordance with the provisions of Section 161 of the Act, basis the recommendation of the Committee. In accordance with the provisions of Section 161(1) of the Act, Mr. Ruia holds office only up to the date of the ensuing 34th AGM of the Company.

Considering the said expiry of the term of Mr. Ruia as Non-Executive Additional Director of the Company, the Board of the Company at its meeting held on October 19, 2020, based on the recommendation of the Committee, approved the re-appointment of Mr. Anshuman Ruia as Non-Executive Director of the Company, subject to the approval of the shareholders at the ensuing 34th AGM. Mr. Ruia shall be liable to retire by rotation.

The Company has received a notice pursuant to the provisions of Section 160 of the Act from Mr. Ruia, proposing his candidature for the office of Non-Executive Director of the Company which shall be subject to retirement by rotation. Further, Mr. Ruia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also consented to act as a Director of the Company.

Further, with respect to the proposed appointment of Mr. Ruia, brief profile/resume, requisite disclosure pursuant to Regulation 36(3) of LODR Regulations, Secretarial Standards on General Meeting (“SS-2”) and other applicable disclosures have been provided in **Annexure I** to this Notice.

In the opinion of the Board, Mr. Ruia’s deep repository of financial expertise, business acumen and excellent project execution skills would add immense value to the Board and hence it is proposed to appoint him as Non-Executive Director on the Board of the Company. Accordingly, the Board recommends the resolution for appointment of Mr. Anshuman Ruia as a Non-Executive Director of the Company for approval of Members as an **Ordinary Resolution** as set out as Item no. 4.

Save and except Mr. Ruia, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution at Item No. 4.

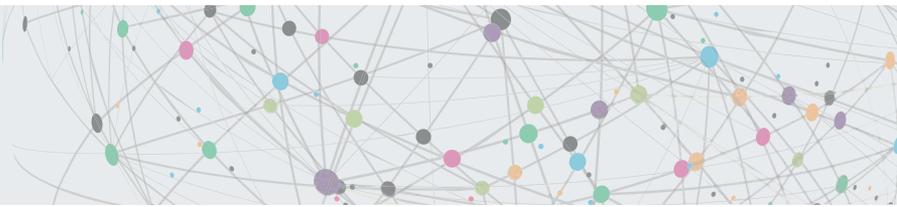


ANNEXURE I

Details of the Director seeking appointment/re-appointment in ensuing Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standards on General Meeting (“SS-2”)]

Name of Director	Sanjeev Shekhar Verma	Neha Inderjit Nagpal	Anshuman Shashikant Ruia
Date of Birth, Age	July 20, 1967, 53 years	November 19, 1983, 36 years	March 11, 1971, 49 years
Date of first appointment	February 15, 2016	September 10, 2020	September 10, 2020
Expertise in specific functional areas; Qualifications and Brief Resume/ Profile	<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, Mr. Verma led from the front all the business development initiatives and helped drive multifold growth in sales and profitability.</p>	<p>Ms. Neha Nagpal is BA [Hons] Law and Business Studies graduate from the University of Warwick, England. She has also completed LL.M in International Economic Law from said University and holds Diploma in the Law of Private Equity Investment in India from NotJustLEx, an online learning platform.</p> <p>Ms. Nagpal has been enrolled as a Lawyer in India for over a decade and has gained vast commercial-law and litigation experience at the Supreme Court of India, various High Courts, National Company Law Tribunal, National Company Law Appellate Tribunal, Competition Commission of India.</p> <p>During this period, Ms. Nagpal has advised clients companies on transactions relating to restructuring of Companies and Media/TV show productions and represented her clients on various assignments/cases such as International Commercial Arbitrations, the 2G cancellation and Coal block de-allocation case before the Supreme Court etc. She was a part of the team of Lawyers who worked to challenge the homosexuality laws in India before the Supreme Court, which led to the decriminalisation of homosexuality in India.</p>	<p>Mr. Anshuman Ruia is part of the second generation of the Ruia family that founded Essar.</p> <p>Mr. Ruia is known for his financial expertise and project execution skills that have been invaluable in Essar’s value creation journey. His contribution to Essar’s value creation includes his involvement in the construction of the 20 million tons Essar Oil refinery in Vadinar, which is one of India’s most advanced refineries; his involvement in construction of Essar’s coal-based and gas-based power plants in Gujarat, Madhya Pradesh and Odisha and his oversee of Aegis, Essar’s erstwhile BPO business, which expanded more than tenfold within a short span of time. The refinery was recently acquired by Rosneft and the Trafigura-UCP consortium in a landmark \$12.9 billion transaction which was the largest FDI in India’s Energy sector.</p> <p>Also, in 2014 and 2017, the Aegis business was monetised in two tranches at a value almost 20 times the amount invested in the business. He was also responsible for the Power business’ entry into the transmission segment and is also involved in the Ports business where he is driving higher efficiencies and developing an international footprint.</p>



Name of Director	Sanjeev Shekhar Verma	Neha Inderjit Nagpal	Anshuman Shashikant Ruia
		<p>Presently, her professional endeavors are focused on commercial law practice with a focus on white-collar crimes.</p> <p>She has represented various clients in matters pertaining to the PMLA, SFIO, CBI and Insolvency & Bankruptcy Code.</p> <p>Ms. Nagpal was awarded the Forbes 'Tycoons of Tomorrow' Award in 2018.</p>	<p>Mr. Ruia is a strong believer in adopting a modular approach in project management and he has ensured that these assets of national importance were completed within committed timelines. Mr. Ruia has always been a trenchant advocate for business turnaround and growth by taking bold decisions. Mr. Ruia is presently leading Essar's investment in asset-light, new age businesses in the technology and fintech domains.</p> <p>Mr. Ruia's deep knowledge of finance and corporate structure has earned him the respect of his peers. He is a member of the Young Presidents Organisation (YPO).</p>
Terms of appointment	As approved by the Members at the 33 rd Annual General Meeting of the Company held on September 26, 2019	Proposed to be appointed as Independent Director for a period of Five (5) consecutive years commencing from September 10, 2020.	Proposed to be appointed as Non-Executive Director liable to retire by rotation
Remuneration last drawn	NIL	NIL	NIL
Name/s of other Listed Companies in which Directorship held	NIL	NIL	NIL
Name/s of other Listed Companies in which the Director holds membership in the Committees	NIL	NIL	NIL
Shareholding in the Company#	70,454 equity shares (0.24% shareholding) allotted pursuant to exercise of ESOP options	NIL	NIL
Relationship between the Directors inter-se	Unrelated, except being on the Board of AGC Networks Limited	Unrelated, except being on the Board of AGC Networks Limited	Unrelated, except being on the Board of AGC Networks Limited
Number of Board Meetings attended during F.Y.2019-2020	All meeting i.e. Seven out of Seven	Not Applicable*	Not Applicable*

Shareholding details are as on the date of approval of this Notice of AGM by the Board.

* The details for number of Board meetings attended during FY2019-2020 does not apply as respective Director has been appointed after the end of FY2019-2020.